

EXHIBIT 2

THIRD PARTY PAYOR LONG FORM

United States District Court – District of Massachusetts

**If You Are a Third-Party Payor Based in or With
Beneficiaries in Massachusetts
And You Made Reimbursements For Any of the Drugs
Listed Below,
Class Action Lawsuits May Affect Your Rights.**

The District Court has authorized this Notice. It is not a solicitation from a lawyer.

You are not being sued.

Lawsuits claim that certain drug companies (the “Defendants”) intentionally reported false and inflated average wholesale prices (“AWP”) for some types of outpatient drugs (“Covered Drugs”), and asks the Court to award money damages to Third-Party Payors (“TPP”) that made reimbursements for those drugs based on the drug’s AWP. Defendants deny the claims asserted in the lawsuits.

The Court has said that the lawsuits can go forward on behalf of two “Classes” of TPPs. Those Classes include (1) TPPs who made reimbursements for all or part of their insured’s 20% co-payment under Medicare Part B for a Covered Drug between January 1, 1991 and January 1, 2005, and (2) TPPs who reimbursed for the drugs listed below outside of Medicare Part B based on a contract that uses AWP as a reimbursement benchmark between January 1, 1991 and January 1, 2006. In addition, in order to qualify to be a member of one of these Classes, TPPs must have made reimbursements for beneficiaries in Massachusetts, or made reimbursements for the Covered Drugs and have its principal place of business in Massachusetts. TPPs may be a member of either or both of the Classes.

Defendant Drug Company	Covered Drugs
AstraZeneca	Zoladex
Bristol-Myers Squibb Group	Blenoxane; Cytoxan; Etopophos; Paraplatin: Rubex; Taxol; VePesid
Johnson & Johnson Group	Remicade; Procit
Schering Plough Group	Albuterol Sulfate; Intron A; Perphenazine; Proventil; Temodar

- A series of trials will determine whether the claims in this lawsuit against the Defendants are true. The first trial will begin Month Date, 2006, with AstraZeneca.

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

- The charts below summarize your legal rights and choices. *You must make choices now regarding your rights. Please read all of this Notice carefully.*

A SUMMARY OF YOUR RIGHTS AND CHOICES:

You May:		Due Date
Remain in the Classes	<p><i>Stay in the lawsuit and wait for the result.</i></p> <p>By doing nothing, you stay in the Classes and may share in any recovery, if there is one, but you give up the right to sue these Defendants yourself about the claims in the lawsuit. You will also be bound by the outcome of any trial. See Question 18.</p>	<u>Do Nothing</u>
Exclude Yourself	<p><i>Get out of the Classes.</i></p> <p>You can write and ask to get out either or both of the Classes. If any money is awarded later in a trial or settlement with any of the four Defendants in the Classes, you will not get any payment, but you keep the right to sue those Defendants on your own about the claims in the lawsuit. See Question 14.</p>	<u>Postmarked</u> <u>by</u> Month Date 2006
Appear In the Lawsuit	<p><i>Participate in the lawsuit on your own or through a lawyer.</i></p> <p>If you don't exclude yourself, you can appear and speak in the lawsuit on your own or through your own lawyer. (Class Counsel has been appointed to represent you.) See Question 17.</p>	

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

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BASIC INFORMATION

1. Why did I get this Notice?

Lawsuits have been filed against several drug companies. The Court has said that the lawsuits can go forward as class actions on behalf of consumers and TPPs who paid or reimbursed for one or more of the Covered Drugs, which are listed in Appendix I at the end of this Notice.

You received this Notice because you are a TPP that may have made reimbursements for Covered Drugs between January 1, 1991 and January 1, 2005 or between January 1, 1991 and January 30, 2006. If so, the lawsuit may affect you. Each TPP Class Member has legal rights and choices to make before the Court holds a series of trials to decide whether the claims being made with respect to the drug companies are true. The first of a series of separate trials of each Defendant begins on Month Day, 2006. **Each TPP Class Member must make a choice whether to remain in the Classes before Month Date 2006.**

This Notice explains:

- What the lawsuits are about, and why they are a class action lawsuits.
- What the lawsuits claim and what the drug companies say about the claims.
- Who is affected by the lawsuits.
- What TPP's legal rights and choices are.
- Who represents TPP Class Members in the lawsuits.
- How and by when each TPP Class Member needs to act.

2. What is this lawsuit about?

Plaintiffs allege Defendant drug companies either report the average wholesale price ("AWP") of each drug they make to trade publications or provide those publications with information from which the publications calculate an AWP for each of Defendants' drugs. The published AWP of a drug may be used to set the price that consumers making co-payments, Medicare and insurance companies will pay for the drug. The lawsuits claim that Medicare, private insurers, and consumers paid more than they should have paid for the Covered Drugs because drug companies intentionally reported false and inflated AWP's on these drugs.

The Court in charge of the lawsuits is the United States District Court for the District of Massachusetts. The name of the lawsuit is *In re: Pharmaceutical Industry Average Wholesale Price Litigation*, Docket No. 01-CV-12257-PBS. The people who sued are called the Plaintiffs. The drug companies they sued are called the Defendants.

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The lawsuits include 42 Defendants. At this time, the Court has certified the first phase of the lawsuit to begin with a trial of the claims against the following Defendants in the following order:

- AstraZeneca (AstraZeneca Pharmaceuticals L.P.);
- The Bristol-Myers Squibb Group (which includes: Bristol-Myers Squibb Co.; Oncology Therapeutics Network Corp.; and Apothecon, Inc.);
- The Johnson & Johnson Group (which includes: Johnson & Johnson; Centocor, Inc.; Ortho Biotech Products, L.P.; and
- The Schering Plough Group (which includes Schering-Plough Corp. and Warrick Pharmaceuticals Corp.).

Whenever you see the word “Defendants” in this Notice, it includes only the companies listed above: AstraZeneca, Bristol-Myers Squibb Group, Johnson & Johnson Group and the Schering Plough Group.

3. Why are these class actions?

In a class action lawsuit, one or more people or entities called “class representatives” sue on behalf of others who have similar claims. The people and entities together are a “class” or “class members.” The Court must determine if it will allow the lawsuit to proceed as a class action. If it does, a trial of the claims then decides the lawsuit for everyone in the class. The Court in these lawsuits decided they could be class actions.

4. Who qualifies as a Third-Party Payor?

A TPP is an entity that is:

- (a) A party to a contract, issuer of a policy, or sponsor of a plan, *and*
- (b) At risk, under such contract, policy, or plan, to pay or reimburse all or part of the cost of prescription drugs dispensed to covered natural persons.

TPPs include insurance companies, union health and welfare benefit plans and self-insured employers. Entities with self-funded plans that contract with a health insurance company or other entity to serve as a third-party claims administrator to administer their prescription drug benefits can qualify as TPPs. Third-party claim administrators may also file a claim on behalf of a self-funded plan if the third-party claim administrator has legal authority and authorization from the self-funded plan to do so.

THE CLAIMS IN THE LAWSUIT

5. What do the Plaintiffs claim?

The Plaintiffs claim that the Defendants violated various state consumer protection laws because they intentionally provided false and inflated AWP on certain types of outpatient drugs, including the Covered Drugs. The lawsuits also claim that the Defendants intentionally reported inflated AWP with the knowledge that Medicare Part B and private insurers rely on reported AWP to determine the prices they will reimburse doctors for those

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drugs. The lawsuits say that as a result of the inflated AWP, TPPs who reimburse part or all of their insured's co-payment under Medicare Part B or who used AWP as a pricing standard for reimbursement for those drugs outside of Medicare Part B, reimbursed more than they should have. The lawsuits asks the Court to award money damages to those TPPs.

6. What do the Defendants say about the claims?

The Defendants deny the factual allegations being made; contend that the lawsuits and damages are precluded under the law; contend that the alleged conduct, if proved, does not violate the Massachusetts consumer protection law, and that many class members will not be able to establish elements of that law, or prove they paid payments for the subject drugs.

In addition, Bristol-Myers Squibb points out that it does not report AWP; it reports list prices at which a substantial percentage of its sales are made. The Johnson & Johnson Group says that Plaintiffs did not calculate Johnson & Johnson's drug prices correctly and, when these errors are corrected, it is obvious that the published prices for Johnson & Johnson drugs were not inflated. The Johnson & Johnson Group points out that it did not give doctors discounts on the drug Remicade, and the small discounts it gave to doctors on the drug Procrit were disclosed. The Johnson & Johnson Group says its drugs are less expensive than competing therapies, so Class Members who reimbursed for Johnson & Johnson's products saved money. The Schering Plough Group notes that the prices they report comport with standard industry practice.

7. Has the Court decided who is right in the lawsuits?

No. The Court hasn't decided who is right in the lawsuit yet. Much more must occur before the Court holds a trial, including notifying Class Members. By deciding now that the lawsuit can continue as a class action, the Court isn't saying who will win.

8. Are there any benefits or money available now?

No money or benefits are available now because the Court hasn't decided whether the Defendants did anything wrong. There could be money or benefits in the future if one or more Defendants settle before a trial, or if the Court decides in favor of the Classes after a trial. There's no guarantee that any money for Class Members will ever be obtained from the Defendants.

THE CLASSES

9. How many Classes are there?

The Court has ruled that there are two different Classes for TPPs who reimbursed for Covered Drugs: a MediGap TPP Class, and a Private Payor TPP Class. A TPP could be a member of one or both Classes.

10. Who is in the Classes?

A TPP is a member of the MediGap TPP Class if it made reimbursements for all or part of its insured's 20% co-payment under Medicare Part B for Covered Drugs anytime between January 1, 1991 and January 1, 2005 or

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

A TPP is a member of the Private Payor TPP Class if it reimbursed for Covered Drugs outside of Medicare Part B based on a contract that uses AWP as a reimbursement benchmark anytime between January 1, 1991 and January 1, 2006.

In order to be member of either the MediGap TPP Class or the Private Payor TPP Class, the reimbursements must have been for a beneficiary in Massachusetts or the Third Party Payor must have its principal place of business in Massachusetts.

11. What are the Covered Drugs?

The Covered Drugs are: **Albuterol Sulfate**, **Blenoxane (bleomycin sulfate)**, **Cytosan (cyclophosphamide)**, **Etopophos (etoposide phosphate)**, **Intron A (interferon alfa-2b)**, **Paraplatin (carboplatin)**, **Perphenazine (perphenazine)**, **Procrit (epoetin alfa)**, **Proventil (albuterol sulfate)**, **Remicade (infliximab)**, **Rubex (docorubicin hcl)**, **Taxol (paclitaxel)**, **Temodar (temozolomide)**, **VePesid (etoposide)** and **Zoladex (goserelin acetate)**.

You can find a complete list of the Covered Drugs, by Defendant drug manufacturer, drug name, and NDC code, in Appendix I to this Notice.

12. What does it mean if I'm a member of either or both of the Classes?

If a TPP is a member of either of the Classes listed above and does not exclude itself, it won't be able to sue the Defendants again for the claims in this lawsuit if the Court, after a trial, decides Defendants did nothing wrong. But if there is an award of money after a trial or a settlement with any of the remaining Defendants, a TPP that does not exclude itself will be able to make a claim for a share of that money.

YOUR RIGHTS AS A MEMBER OF THE CLASSES

13. How do I remain in either or both of the Classes?

A TPP is automatically a member of either or both of the Classes if it fits the Class Definitions as outlined in Question 10. At this time, a TPP does not have to do anything to remain in either or both of the Classes. Each TPP will be notified if there is a settlement with any of the Defendants or if the Court determines that any of the Defendants are liable for damages as a result of the trials.

14. Can I get out of the lawsuit and the Classes?

If a TPP is a member of either or both of the Classes, and it wants to keep the right to sue Defendants AstraZeneca, Bristol-Myers Squibb Group, Johnson & Johnson Group, or Schering Plough Group about the same claims on its own (and at its own expense), it must take steps to get out of the either or both of the Classes. This is called excluding yourself.

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

15. How does a TPP exclude itself from either or both of the Classes?

To exclude itself from either or both of the Classes, a TPP must send a letter signed by an authorized representative that includes all of the following:

- The company name, address, and telephone number, and the name of its authorized representative;
- The name and number of the lawsuit: *In re: Pharmaceutical Industry Average Wholesale Price Litigation*, Docket No. 01-CV-12257-PBS;
- If a TPP has hired its own lawyer, the name, address, and telephone number of that lawyer;
- A statement that the TPP elects to be excluded from either the MediGap TPP Class or the Private Payor TPP Class, or both Classes; and
- A statement explaining from which Defendant Class or Classes the TPP wishes to be excluded.

All exclusion letters must be mailed first class, **postmarked on or before Month Date 2006**, to:

AWP Litigation Administrator
P.O. Box xxx
City, State Zip code

Please remember that a Class Member can't exclude itself by phone or by sending an email.

16. What happens if a TPP excludes itself, can it get any money or benefits from the lawsuit?

If a TPP excludes itself from either or both of the Classes, it will not get money or benefits from the Class(es) if any are obtained from a settlement or trial of the lawsuits involving the Defendants. If a TPP excludes itself, it is no longer part of the Classes, and nothing that happens in the lawsuits affects it. But a TPP that properly excludes itself can sue or be part of a different lawsuit against the Defendants about the claims in this case.

If you do not exclude yourself, you are bound by the result in the lawsuits. Thus, if Defendants win, your claim will be extinguished, Defendants claim that the persons and entities representing your interests do not have a valid claim and it that is correct, your claim will be extinguished unless you exclude yourself.

17. Can a TPP Class Member appear or speak in this lawsuit?

As long as it doesn't exclude itself, a TPP Class Member can (but does not have to) participate and speak for itself in these lawsuits through its own lawyer. This is called making an appearance. Remember that the TPP Class Member may have to pay for the lawyer itself. If a TPP Class Member appears in these lawsuits, it is still a Class Member and can share in any benefits the Classes might receive as a result of settlements or trials.

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

18. How does a TPP Class Member appear in this lawsuit?

If a TPP Class Member wants its own lawyer instead of Class Counsel to participate or speak for it in these lawsuits, its lawyer must give the Court a paper that is called a Notice of Appearance. The Notice of Appearance should include the name and number of the lawsuit, the civil action number and state that it wishes to enter an appearance in the lawsuit.

The Notice of Appearance must be filed with the Court at the following address:

Clerk of Court
John Joseph Moakley U.S. Courthouse
1 Courthouse Way, Suite 2300
Boston, Massachusetts 02210

The Notice of Appearance must be filed using the following Civil Action Number:

01-CV-12257-PBS

A Notice of Appearance should be filed with the Court before the the series of trials of each Defendant in these lawsuits begin. The first trial is currently scheduled to start on Month Date, 2006.

IF YOU DO NOTHING

19. What happens if a TPP Class Member doesn't do anything at all?

If a TPP does nothing, it stays in one or more of the Classes. As a member of one or more Class, it will be bound by the results of one or more trials, whether those results are favorable or unfavorable to the Class, and the TPP will not be able to sue any Defendant(s) on its own. Depending on the outcome of the Class trial or trials or other rulings by the Court, in the future Class Members may be asked to provide information regarding the drugs they paid for in order to claim a portion of any class recovery. You will receive further instructions at that time explaining what information you are required to furnish and where and when to send it if there is a recovery or settlement. There is no recovery or settlement at this time.

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

THE LAWYERS REPRESENTING TPP CLASS MEMBERS

20. Do TPP Class Members have a lawyer in this lawsuit?

Yes. The Court has appointed the following law firms to represent TPP Class Members:

Hagens Berman Sobol Shapiro LLP

www.hagens-berman.com

1301 Fifth Avenue, Suite 2900

Seattle, WA 98101

and

One Main Street, 4th Floor

Cambridge, MA 02142

Mark H. Edelson

Edelson & Associates LLC

45 West Court Street

Doylestown, PA 18901

Spector Roseman & Kodroff, PC

www.srk-law.com

1818 Market Street, Suite 2500

Philadelphia, PA 19103

Wexler Toriseva Wallace LLP

www.wtwlaw.us

One North LaSalle St., Suite 2000

Chicago, IL 60602

Kline & Specter, PC

www.klinespecter.com

The Nineteenth Floor

1525 Locust Street

Philadelphia, PA 19102

These lawyers are called Class Counsel. Class Members won't be charged personally for these lawyers, but they will ask the Court to award them a fee to be paid out of any recovery. More information about Class Counsel and their experience is available at the Web sites listed above.

21. Can you elaborate on who pays Class Counsel and how much will they be paid?

If Class Counsel obtains money or benefits for the Classes through a settlement or a successful trial, they will ask the Court for payment of attorneys' fees and costs out of the total amount of money and benefits obtained. The Court must approve the amount of attorneys' fees and costs. If Class Counsel doesn't obtain any money or benefits for the Classes, they won't receive or ask to receive any attorneys' fees or reimbursement of expenses.

22. Should a TPP Class Member get its own lawyer?

A TPP Class Member doesn't need to hire its own lawyer, but, if a TPP wants its own lawyer to speak for it or appear in Court, it must file a Notice of Appearance (*see* Question 18 to find out how to submit a Notice of Appearance). If a Class Member hires a lawyer to appear for it in the lawsuits, it will have to make its own arrangement for that lawyer's compensation.

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

GETTING MORE INFORMATION

23. Are more details and information available?

This Notice is just a summary of the lawsuits. More details are in the Complaint filed by Class Counsel and the other legal documents that have been filed with the Court in this lawsuit. Anyone can look at and copy these legal documents at any time during regular office hours at the Office of the Clerk of Court, John Joseph Moakley U.S. Courthouse, 1 Courthouse Way, Suite 2300, Boston, Massachusetts 02210. Copies of some of the important documents, like the Complaint, are also available online at www.AWPlitigation.net.

In addition, if you have any questions about the lawsuits or this Notice, you may:

- Visit the AWP Litigation Web site at www.AWPlitigation.net
- Call toll free 1-xxx-xxx-xxxx (hearing impaired call 1-yyy-yyy-yyyy)
- Write to: AWP Litigation Administrator, PO Box xxxx, City, State Zip code.

24. How will I be notified about the outcome of the trials?

Information about the trials will be posted on the Web site as appropriate. You may also register on the Web site or by mail to get notification of the outcome of the litigation and other significant occurrences associated with these cases. To register by mail send a letter to the AWP Litigation Administrator at the address above. To register on the Web site, go to the site and access the "Registration" link on the Web site menu.

By Order of the United States District Court, District of Massachusetts.

Date: _____

The Honorable Judge Patti B. Saris

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

Appendix I

Company	NDC	Description
AstraZeneca	00310096036	Zoladex 3.6mg 1x1EA Depot
AstraZeneca	00310096130	Zoladex 10.8mg 1x1EA Depot
AstraZeneca	00310095130	Zoladex 10.8mg 1x1EA Depot
AstraZeneca	00310095036	Zoladex 3.6mg 1x1EA Depot
BMS Group	00015301026	Blenoxane INJ 15 UNIT VHA
BMS Group	00015301020	Blenoxane INJ 15 UNIT VL
BMS Group	00015306326	Blenoxane INJ 30 UNIT VHA
BMS Group	00015306301	Blenoxane INJ 30 UNIT VL
BMS Group	00015053910	Cytosan 100mg LYOPH W/CYT
BMS Group	00015054812	Cytosan 1g 6x50ml VHA+
BMS Group	00015054810	Cytosan 1gm LYOPH W/CYT0G
BMS Group	00015054610	Cytosan 200mg LYOPH W/CYT
BMS Group	00015054912	Cytosan 2g 6x100ml VHA+
BMS Group	00015054910	Cytosan 2gm LYOPH W/CYTOG
BMS Group	00015054710	Cytosan 500mg LYOPH W/CYT
BMS Group	00015050001	Cytosan for INJ 100mg
BMS Group	00015050041	Cytosan INJ 100mg
BMS Group	00015050641	Cytosan INJ 1x2gm VIAL
BMS Group	00015050241	Cytosan INJ 1x500mg VIAL
BMS Group	00015050141	Cytosan INJ 200mg
BMS Group	00015054712	Cytosan LYO 500mg VL VHA
BMS Group	00015054741	Cytosan LYOPH 500mg
BMS Group	00015053941	Cytosan Lyophilized 100mg
BMS Group	00015054841	Cytosan Lyophilized 1gm
BMS Group	00015054641	Cytosan Lyophilized 200mg
BMS Group	00015054941	Cytosan Lyophilized 2gm
BMS Group	00015050541	Cytosan PINJ 1x1g VIAL
BMS Group	00015050303	Cytosan Tablets 50mg
BMS Group	00015050302	Cytosan Tablets 50mg
BMS Group	00015050401	Cytosan Tabs 25mg
BMS Group	00015050301	Cytosan Tabs 50mg
BMS Group	00015050348	Cytosan Tabs 50mg
BMS Group	00015340420	Etopophos 100mg VIAL
BMS Group	00015321429	Paraplatin 10x15ml VHA+
BMS Group	00015321529	Paraplatin 10x45ml VHA+
BMS Group	00015321329	Paraplatin 10x5ml VHA+
BMS Group	00015321410	Paraplatin 150mg LYOPH CY
BMS Group	00015321430	Paraplatin 1x150mg LYO VL
BMS Group	00015321530	Paraplatin 1x450mg LYO VL
BMS Group	00015321510	Paraplatin 450mg VL W/CYT
BMS Group	00015321330	Paraplatin 50mg LYOPHILIZ
BMS Group	00015321310	Paraplatin 50mg W/CYTO
BMS Group	00015335322	Rubex 100mg LYOPHILIZED
BMS Group	00015335324	Rubex 100mg IMMUNEX LABEL
BMS Group	00015335124	Rubex 10mg IMMUNEX LABEL
BMS Group	00015335122	Rubex 10mg LYOPHILIZED
BMS Group	00015335224	Rubex 50mg IMMUNEX LABEL
BMS Group	00015335222	Rubex 50mg LYOPHILIZED

Appendix I

Company	NDC	Description
BMS Group	00015347630	Taxol 100mg INJ MULTIDOSE
BMS Group	00015347627	Taxol 100mg SEM-SYN VIAL
BMS Group	00015347620	Taxol 100mg/16.7ml VHA+ L
BMS Group	00015347911	Taxol 300mg/50ml VIAL
BMS Group	00015345620	Taxol 30mg CONC FOR INJ
BMS Group	00015347530	Taxol 30mg INJ MULTIDOSE
BMS Group	00015347527	Taxol 30mg SEM-SYN VIAL
BMS Group	00015347520	Taxol 30mg/5ml VHA+ LABEL
BMS Group	00015309510	VePesid 100mg VIAL W/CYTO
BMS Group	00015309530	VePesid 100mg VL W/O CYTO
BMS Group	00015306224	VePesid 1g 50ml VIAL VHA+
BMS Group	00015306220	VePesid 1gm/50ml
BMS Group	00015306120	VePesid 500mg
BMS Group	00015306124	VePesid 500mg 25ml VL VHA
BMS Group	00015309145	VePesid 50mg CAPSULES
BMS Group	00015309520	VePesid INJ 100mg/5ml
BMS Group	00015308420	VePesid INJ 150mg/7.5ml
Johnson & Johnson Group	57894003001	C168J Remicade 1PCK
Johnson & Johnson Group	59676031201	Procrit 10,000 U/ml
Johnson & Johnson Group	59676031002	Procrit 10,000 U
Johnson & Johnson Group	59676031001	Procrit 10,000 U/ml
Johnson & Johnson Group	00062740103	Procrit 10,000 U/ml AMG
Johnson & Johnson Group	59676032001	Procrit 20,000 U/ml
Johnson & Johnson Group	59676030202	Procrit 2,000 U/
Johnson & Johnson Group	59676030201	Procrit 2,000 U/ml 6
Johnson & Johnson Group	00062740201	Procrit 2,000 U/ml AMG
Johnson & Johnson Group	59676030302	Procrit 3,000 U/
Johnson & Johnson Group	59676030301	Procrit 3,000 U/ml 6
Johnson & Johnson Group	00062740503	Procrit 3,000 U/ml INST
Johnson & Johnson Group	00062740501	Procrit 3,000 U/ml AMG
Johnson & Johnson Group	59676030402	Procrit 4,000 U/
Johnson & Johnson Group	59676030401	Procrit 4,000 U/ml 6
Johnson & Johnson Group	00062740004	Procrit 4,000 U/ml INST
Johnson & Johnson Group	59676034001	Procrit 40,000 U/ml
Johnson & Johnson Group	00062740003	Procrit 4,000 U/ml AMG
Schering Plough Group	59930151504	Albuterol Inhalation Solution
Schering Plough Group	59930164702	Albuterol Inhalation Solution
Schering Plough Group	59930150006	Albuterol Sulfate Inhal. Sol.
Schering Plough Group	59930150008	Albuterol Sulfate Inhal. Sol.
Schering Plough Group	59930151701	Albuterol Sulfate Solution
Schering Plough Group	59930151702	Albuterol Sulfate Solution
Schering Plough Group	59930155020	Albuterol Sulfate Solution
Schering Plough Group	00085123501	Intron A FOR INJ MULTIDOSE PEN
Schering Plough Group	00085124201	Intron A FOR INJ MULTIDOSE PEN
Schering Plough Group	00085125401	Intron A FOR INJ MULTIDOSE PEN
Schering Plough Group	00085116801	Intron A INJ 18MIU HSA FREE
Schering Plough Group	00085113301	Intron A INJ 25MIU HSA FREE
Schering Plough Group	00085118401	Intron A INJ 3MIU HSA FREE

Appendix I

Company	NDC	Description
Schering Plough Group	00085118402	Intron A INJ 3MIU HSA FREE
Schering Plough Group	00085119101	Intron A INJ 5MIU HSA FREE
Schering Plough Group	00085119102	Intron A INJ 5MIU HSA FREE
Schering Plough Group	00085117901	Intron A INJ PAK10MIU HSA FREE
Schering Plough Group	00085117902	Intron A INJ PAK10MIU HSA FREE
Schering Plough Group	00085057102	Intron A INJECTABLE 10MILLN IU
Schering Plough Group	00085057106	Intron A INJECTABLE 10MILLN IU
Schering Plough Group	00085111001	Intron A INJECTABLE 18MILLN IU
Schering Plough Group	00085028502	Intron A INJECTABLE 25MILLN IU
Schering Plough Group	00085064703	Intron A INJECTABLE 3MILLN IU
Schering Plough Group	00085064704	Intron A INJECTABLE 3MILLN IU
Schering Plough Group	00085064705	Intron A INJECTABLE 3MILLN IU
Schering Plough Group	00085012002	Intron A INJECTABLE 5 MILLN IU
Schering Plough Group	00085012003	Intron A INJECTABLE 5 MILLN IU
Schering Plough Group	00085012004	Intron A INJECTABLE 5 MILLN IU
Schering Plough Group	00085012005	Intron A INJECTABLE 5 MILLN IU
Schering Plough Group	00085053901	Intron A INJECTABLE 50MILLN IU
Schering Plough Group	00085068901	Intron A INJECTION 18 MIU
Schering Plough Group	00085092301	Intron A SOL FOR INJ 10 MILLI
Schering Plough Group	00085076901	Intron A SOL. FOR INJ. 25MILLN
Schering Plough Group	00085095301	Intron A SOLUTION 18MIU 3ml
Schering Plough Group	59930160001	Perphenazine
Schering Plough Group	59930160002	Perphenazine
Schering Plough Group	59930161001	Perphenazine 16mg
Schering Plough Group	59930160501	Perphenazine 8mg
Schering Plough Group	59930160502	Perphenazine 8mg
Schering Plough Group	59930160301	Perphenazine TABLETS
Schering Plough Group	59930160302	Perphenazine TABLETS
Schering Plough Group	00085133601	Proventil INHALATION SOLUTION
Schering Plough Group	00085020901	Proventil SOLUTION .083mg/ml
Schering Plough Group	00085180601	Proventil SOLUTION .083mg/ml
Schering Plough Group	00085020802	Proventil SOLUTION 5mg/ml
Schering Plough Group	00085020852	Proventil SOLUTION 5mg/ml
Schering Plough Group	00085125901	Temodar 100mg
Schering Plough Group	00085125902	Temodar 100mg
Schering Plough Group	00085124401	Temodar 20mg
Schering Plough Group	00085124402	Temodar 20mg
Schering Plough Group	00085125201	Temodar 250mg
Schering Plough Group	00085125202	Temodar 250mg
Schering Plough Group	00085124801	Temodar 5mg
Schering Plough Group	00085124802	Temodar 5mg

MEDICARE PART B BENEFICIARIES LONG FORM

If You Are a Medicare Part B Beneficiary or Heir of a Beneficiary Who Made, or is Obligated to Make a Co-Payment Through Medicare Part B For the Drugs,

Blenoxane (*bleomycin sulfate*)

Cytosan (*cyclophosphamide*)

Etopophos (*etoposide phosphate*)

Paraplatin (*carboplatin*)

Procrit (*epoetin alfa*)

Remicade (*infliximab*)

Rubex (*doxorubicin hcl*)

Taxol (*paclitaxel*)

VePesid (*etoposide*)

Zoladex (*goserelin acetate*)

Class Action Lawsuits May Affect Your Rights

The District Court has authorized this Notice. It is not a solicitation from a lawyer. You are not being sued.

[Insert in Spanish: For More Information On This Lawsuit Visit www.AWPLitigation.net]

- Lawsuits claim that certain drug companies reported false and inflated average wholesale prices (“AWP”) for certain types of outpatient drugs. AWP’s are used to set prescription drug prices that are paid by Medicare and consumers making Medicare Part B co-payments. The lawsuit asks the Court to award money damages to people who made Medicare Part B co-payments for the drugs. Defendants deny the claims asserted in the lawsuits.
- The Court has said that the lawsuits can go forward as class action lawsuits and has certified separate classes of people that made Medicare Part B co-payments for certain drugs made by each Defendant.
- The Classes consists of people who made co-payments for certain drugs (“Covered Drugs”) manufactured and marketed by Defendants AstraZeneca, Bristol-Myers Squibb Group and Johnson & Johnson Group. Certain dosages of the following Covered Drugs are included in the Classes: **Blenoxane** (bleomycin sulfate), **Cytosan** (cyclophosphamide), **Etopophos** (etoposide phosphate), **Paraplatin** (carboplatin), **Procrit** (epoetin alfa), **Remicade** (infliximab), **Rubex** (doxorubicin hcl), **Taxol** (paclitaxel), **VePesid** (etoposide) and **Zoladex** (goserelin acetate).
- The Court has said that the lawsuits can proceed on behalf of people who made Medicare Part B co-payments for Covered drugs between January 1, 1991 and January 1, 2005. See Questions 8 and 10 to see if you are a member of one or more of the Classes.
- A series of trials will determine whether the claims in this lawsuit against each Defendant listed above are true. There will be a separate trial for each Defendant. The first trial will
Questions? Call toll free 1-800-000-0000, or visit www.AWPLitigation.net.

begin on [Month Date,] 2006, with AstraZeneca.

➤ These lawsuits are not about the safety and effectiveness of these drugs.

This Notice explains what your rights and choices are as a member of the Classes. ***You must make a choice now regarding your rights. Please read all of this Notice carefully.***

A SUMMARY OF YOUR RIGHTS AND CHOICES:

You May:		Due Date
Remain in Lawsuit	<p><i>Stay in the lawsuit and wait for the result.</i> By doing nothing, you stay in the lawsuit and may share in any recovery, if there is one, but you give up the right to sue the Defendants yourself about the claims in the lawsuit. You will also be bound by the outcome of any trial.</p>	<p><u>Do Nothing</u></p>
Exclude Yourself	<p><i>Get out of the Classes.</i> You can write and ask to get out of the lawsuit. If any money or benefits are awarded later in a trial or settlement, you will not get these benefits, but you keep the right to sue the drug companies on your own about the claims in the lawsuit. See Questions 10 and 11.</p>	<p><u>Postmarked by</u> [Month Date,] 2006</p>
Appear In The Lawsuit	<p><i>Participate in the lawsuit on your own or through a lawyer.</i> If you don't exclude yourself, you can appear and speak in the lawsuit on your own or through your own lawyer. (Class Counsel has been appointed to represent you) See Questions 13 and 14.</p>	

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

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Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

BASIC INFORMATION

1. Why did I get this Notice?

Lawsuits have been filed against a number of drug companies on behalf of people who paid for one or more of the drugs – called “Covered Drugs” – see Question 9. You received this Notice because records obtained from the Centers for Medicare and Medicaid Services indicate that you may have made a co-payment for a Covered Drug between January 1, 1991 and January 1, 2005 or because you requested a copy of this Notice. If so, the lawsuit may affect you.

You have legal rights and choices to make before a series of trials will decide whether the claims being made against the Defendant drug companies on your behalf are true. There will be a separate trial against each Defendant. The first of the trials begins on [Month Date,] 2006. **You must make your choice whether to remain in the Classes or exclude yourself before [Month Date,] 2006.**

This Notice explains:

- What the lawsuits are about, and why they are class action lawsuits.
- What the lawsuits claim and what the drug companies say about the claims.
- Who is affected by the lawsuits.
- Who represents the class in the lawsuits.
- What your legal rights and choices are.
- How and by when you need to act.

2. What are these lawsuits about?

Plaintiffs allege Defendant drug companies either report the average wholesale price (“AWP”) of each drug they make to trade publications or provide those publications with information from which the publications calculate an AWP for each of Defendants’ drugs. The published AWP of a drug is used to set the price that consumers making Medicare Part B co-payments and Medicare will pay for the drug. The lawsuits claim that Medicare and consumers making Medicare Part B co-payments paid more than they should have paid for the Covered Drugs because drug companies intentionally reported false and inflated AWPs concerning these drugs.

The Court in charge of the lawsuits is the United States District Court for the District of Massachusetts. The name of the lawsuit is *In re: Pharmaceutical Industry Average Wholesale Price Litigation*, Docket No. 01-CV-12257-PBS. The people who sued are called the Plaintiffs. The drug companies they sued are called the Defendants.

The lawsuits include 42 Defendants. At this time, the Court has certified separate Classes of people who made a Medicare Part B co-payments for Covered drugs manufactured by the Defendants listed below. The trials for each Defendant will also take place in the order listed below:

- AstraZeneca (which includes AstraZeneca Pharmaceuticals L.P.),
- The Bristol-Myers Squibb Group (which includes: Bristol-Myers Squibb Co.; Oncology Therapeutics Network Corp.; and Apothecon, Inc.), and

Questions? Call toll free 1-800-000-0000, or visit www.AWPLitigation.net.

- The Johnson & Johnson Group (which includes: Johnson & Johnson; Centocor, Inc.; Ortho Biotech Products, L.P.

Whenever you see the word “Defendants” in this Notice, it includes only the companies listed above: AstraZeneca, Bristol-Myers Squibb Group, and the Johnson & Johnson Group.

3. Why are these class actions?

In a class action lawsuit, one or more people called “class representatives” sue on behalf of people who have similar claims. The people together are a “class” or “class members.” The court must determine if it will allow the lawsuit to proceed as a class action. If it does, a trial of the claims then decides the lawsuit for everyone in the class. The Court in this lawsuit certified a separate class of people who made Medicare Part B co-payments for drugs manufactured by each Defendant.

THE CLAIMS IN THE LAWSUITS

4. What do the Plaintiffs claim?

The Plaintiffs claim that the Defendants violated various state consumer protection laws because they intentionally provided false and inflated AWP's on certain types of outpatient drugs, including the Covered Drugs. The lawsuit also claims that the Defendants intentionally reported inflated AWP's with the knowledge that Medicare Part B relies on reported AWP's to determine the prices they will reimburse doctors for those drugs. The lawsuit says that as a result of the inflated AWP's, people who made co-payments under Medicare Part B paid more than they should have. The lawsuit asks the Court to award money damages to those people.

5. What do the Defendants say about the claims?

The Defendants deny the factual allegations being made; contend that the lawsuits and damages are precluded under the law; contend that the alleged conduct, if proved, does not violate the 44 consumer protection laws, and that many class members will not be able to establish elements required by the consumer protection laws, or prove they paid a doctor for the subject drugs.

In addition, Bristol-Myers Squibb points out that it does not report AWP's; it reports list prices at which a substantial percentage of its sales are made. The Johnson & Johnson Group says that Plaintiffs did not calculate Johnson & Johnson's drug prices correctly and, when these errors are corrected, it is obvious that the published prices for Johnson & Johnson drugs were not inflated. The Johnson & Johnson Group points out that it did not give doctors discounts on the drug Remicade, and the small discounts it gave to doctors on the drug Procrit were disclosed. The Johnson & Johnson Group says its drugs are less expensive than competing therapies, so Class Members who received Johnson & Johnson's products saved money.

6. Has the Court decided who is right in the lawsuit?

No. The Court hasn't decided who is right in the lawsuit yet. Much more must occur before the Court holds a trial, including notifying Class Members. By deciding now that the lawsuit can continue as a class action, the Court isn't saying who will win.

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

WHAT ARE THE CLASSES AND WHO ARE CLASS MEMBERS?

To know if you're affected by this lawsuit, you first should determine if you're a member of one or more of the Classes.

7. Am I a Member of one or more of the Classes?

You're a member of one or more of the Classes and part of this lawsuit if you are a resident of any state in the U.S. (except the states listed below), **and** between January 1, 1991 and January 1, 2005, you paid (or are currently obligated to pay) a co-payment under Medicare Part B for any of the Covered Drugs (listed in Question 9) that were manufactured and marketed by the Defendants. The Classes and the drugs involved in each class are as follows:

Defendant Classes	Subject Drug(s)
AstraZeneca Class	Zoladex (goserelin acetate)
Bristol-Myers Squibb Class	Blenoxane (bleomycin sulfate) Cytoxan (cyclophosphamide) Etopophos (etoposide phosphate) Paraplatin (carboplatin) Rubex (doxorubicin hcl) Taxol (paclitaxel) VePesid (etoposide)
Johnson & Johnson Class	Remicade (infliximab) Procrit (epoetin alfa)

You are **not** a member of any of the Classes if you resided in Alabama, Alaska, Georgia, Iowa, Kentucky, Louisiana, Mississippi, Montana or Virginia at the time you made the Medicare Part B co-payment. The Court excluded persons residing in these states from the Classes because the consumer protection laws of those states don't allow class actions.

Stated in more detail, you are a member of one or more of the Classes if you fulfill the criteria listed in either 1, 2, or 3 below.

1. You are in one or more of the Classes (a) if you were a Medicare Part B beneficiary between January 1, 1991 and January 1, 2005, (b) who received one or more of the Covered Drugs during that time period in any state EXCEPT Alabama, Alaska, Georgia, Iowa, Kentucky, Louisiana, Mississippi, Montana, or Virginia, and (c) you paid your doctor for one or more of the drugs, but not if you paid a flat amount such as \$10 or \$20 per dose and not if you were fully reimbursed for your payment by a private insurer.

2. You are in one or more of the Classes if you are the legal heir of, or the legal successor to, the rights of a Medicare Part B beneficiary who met all three criteria set forth in "1" immediately above but who is now deceased. You need to consult your own lawyer to determine if you are the legal successor to any such rights. Your lawyer will help you determine whether you qualify as a "legal heir" under state laws of intestacy, will, trust, or any other applicable law.

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3. You are a member of one or more of the Classes if (a) you were a Medicare Part B beneficiary between January 1, 1991 and January 1, 2005, (b) who received one or more of the Covered Drugs during that time period in a state other than Alabama, Alaska, Georgia, Iowa, Kentucky, Louisiana, Mississippi, Montana, or Virginia, and (c) incurred a “legal obligation” to pay your doctor a co-payment for one or more of the drugs but did not do so. You may have incurred a “legal obligation” if (a) your doctor billed either you or your insurer for one or more of the drugs but neither you nor your insurer paid, or (b) if you did not pay because your doctor did not bill you, and (c) the time period for bringing a legal claim against you to enforce payment for one or more of the drugs has not already expired under the law.

IMPORTANT: This is not a bill or a collection notice. The Court is not suggesting, requesting or requiring that Medicare Part B beneficiaries who were billed for one or more of the aforementioned drugs but did not pay, or were not billed at all should pay their doctors now or that they are obligated to do so under the Medicare statute or regulations.

You are also **not** part of one or more of the Classes if:

- (a) You were fully reimbursed for the co-payment you made (for example, your MediGap or other private insurer reimbursed you the full amount); *or*
- (b) Your co-payment was a flat amount instead of a percentage of the total charge (for example, your MediGap or other private insurer paid for all of the co-payment except for a flat amount such as \$10 or \$20 that you had to pay). If your co-payment is a set dollar amount and does not differ with the price of the drug, your co-payment is a flat co-payment and **not** a percentage co-payment and you are not a member of one or more of the Classes.

8. How do I know if my co-payment was under Medicare Part B?

If you are 65 or older, or are younger than 65 but receive social security benefits because of a disability, you are entitled to Medicare benefits. Medicare Part A is the primary coverage for your health care costs when you are admitted as a patient in a hospital, and enrollment is generally automatic at age 65.

Medicare Part B helps to pay primarily for outpatient services such as care given in your doctor’s office, outpatient hospital care, and physical therapy. Medicare Part B also has a limited drug benefit. For drugs that are covered under Part B, Medicare pays 80% of the drug cost, and you are responsible for paying the other 20% (which is your co-payment).

Generally, the drugs covered under Medicare Part B are ones that are administered by your doctor, such as cancer treatment drugs that are given through injections or an IV. But Part B also covers some drugs that are self-administered (ones that you take yourself). Those include some oral anti-cancer drugs in pill form, some pills prescribed to help with nausea or anemia in connection with chemotherapy and drugs provided with some durable medical equipment, such as inhalation drugs used with a nebulizer (a compressed air machine).

Like Part A, Medicare Part B coverage is also automatic, but you have the option to decline it. You pay a monthly premium for Medicare Part B coverage (which is typically deducted from

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your social security check). You can tell if you're enrolled in Medicare Part B by looking at your Medicare insurance card. It will say if you are enrolled in Part B.

If you took one of the Covered Drugs when you were an inpatient in the hospital, you did not make a co-payment under Medicare Part B. However, if a Covered Drug was prescribed or administered by your doctor as a part of an outpatient treatment at a clinic, and you are enrolled in Medicare Part B, you may have been billed a co-payment of 20% of the drug cost if Medicare is your primary payer.

For the vast majority of people enrolled in Medicare, Medicare is the primary payer. Medicare is your secondary payer only if: (a) you or your spouse have continued to work after age 65 and have accepted the employer's health care insurance, or (b) you are a disabled person under 65 and have large group health plan coverage through your current job or the job of a family member. Unless either of these situations applies to you, your co-payment for a Covered Drug would have been under Medicare Part B.

WHAT ARE THE COVERED DRUGS?

9. How can I tell if the drug I took is included as a Covered Drug?

Most, but not all, of the Covered Drugs are ones that a doctor administers to you in the form of an injection – either through a shot, an IV, or an implant beneath the skin. A few are drugs that you take yourself, such as the pill forms of Cytosan and VePesid – cancer therapy drugs. Most of the Covered Drugs are used for the treatment of various types of leukemia and cancers of the breast, ovaries, cervix, prostate, testes, lung, brain, and bone marrow. Other Covered Drugs are used to treat nausea or anemia resulting from cancer therapy, asthma, migraines, heart problems, leukemia, herpes, psychoses, or rheumatoid arthritis.

The Covered Drugs, by Defendant, are listed below:

AstraZeneca

AstraZeneca, AstraZeneca Pharmaceuticals and AstraZeneca U.S.

Drug Name	Treatment	Dosages
Zoladex (goserelin acetate)	Prostate and breast cancer; Endometriosis	<u>Implant</u> : 3.6mg <u>Injection (3 month)</u> : 10.8mg <u>Kit for injection</u> : 10.8mg syringe; 3.6mg syringe

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

Bristol-Myers Squibb Group*Bristol-Myers Squibb, Oncology Therapeutics Network and Apothecon*

Drug Name	Treatment	Dosages
Blenoxane (bleomycin sulfate)	Cancer of cervix and uterus, head and neck, or testicle and penile cancer; Hodgkin's disease	<u>Powder for Injection:</u> 15 Unit Vial; 30 Unit Vial
Cytosan (cyclophosphamide)	Cancer (primarily breast, ovarian); Leukemia; Nephrotic syndrome (kidney disease)	<u>Injection:</u> 100mg; 200 mg; 500mg; 1gm; 1x2gm; <u>Lyophilized Injection:</u> 100mg; 200mg; 500mg <u>Powder for Injection:</u> 500mg; 1gm; 2gm <u>Tablets:</u> 25mg; 50 mg
Etopophos (etoposide phosphate)	Lung and testicular cancer; Cancer of the lymph glands; Leukemia	<u>Powder for Injection:</u> 100mg
Paraplatin (carboplatin)	Ovarian cancer	<u>Powder for Injection:</u> 50mg; 150mg; 450mg
Rubex (doxorubicin hcl)	Ovarian and breast cancer; Cancers of the bone, stomach, lung, bladder and thyroid; Leukemia	<u>Powder for Injection:</u> 10mg; 50mg; 100mg <u>Powder for Injection (Under Immunex label):</u> 10mg; 50mg; 100mg
Taxol (paclitaxel)	Ovarian and breast cancer; Lung cancer; Kaposi's sarcoma	<u>Injection:</u> 30mg; 30mg/5ml; 300mg/50ml <u>Injection Solution:</u> 100mg; 100mg/16.7ml
VePesid (etoposide)	Testicular cancer; Small cell lung cancer	<u>Injection Solution:</u> 100mg; 150mg; 500mg; 1gm <u>Capsules:</u> 500mg

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

Johnson & Johnson Group

*Johnson & Johnson, Centocor, Ortho Biotech, McNeil-PPC
and Janssen Pharmaceutica Products*

Drug Name	Treatment	Dosages
Remicade (infliximab)	Rheumatoid arthritis; Crohn's disease; Ulcerative colitis	<u>Intravenous Injection</u> : 100 mg vial
Procit (epoetin alfa)	Anemia (especially anemia due to chemotherapy or HIV)	<u>Solution for Injection</u> : 2,000 Unit/ml; 3,000 Unit/ml; 4,000 Unit/ml; 10,000 Unit/ml; 20,000 Unit/ml; 40,000 Unit/ml

Please carefully review the list of Covered Drugs. If your doctor gave you or prescribed one or more of these drugs in the listed forms and dosages during the time periods listed in Questions 7 and 8 you might be a member of one or more of the Classes. To determine if you are a member of one or more of the Classes please read Question 7 and 8.

YOUR RIGHTS – GETTING OUT OF THE CLASS ACTION

10. Can I get out of the lawsuit and the Classes?

If you don't want to be in one or more of the Classes and you want to keep the right to sue the Defendants about the same claims on your own, you must take steps to get out of the Classes. This is called excluding yourself. By excluding yourself, you keep the right to file your own lawsuit or join another lawsuit against the Defendants about the claims in this lawsuit. You may exclude yourself from the litigation against one or more Defendants and remain in the litigation against the other Defendants. If you exclude yourself from the Classes, you will not be bound by the results of any of the trials against Defendants.

11. How do I exclude myself from the Classes?

To exclude yourself from one or more of the Classes, you can (a) fill out and mail the attached opt-out form or (b) send a letter signed by you that includes all of the following:

- Your name, address, and telephone number;
- The name and number of the lawsuit: *In re: Pharmaceutical Industry Average Wholesale Price Litigation*, Docket No. 01-CV-12257-PBS;
- If you have hired your own lawyer, the name, address, and telephone number of your lawyer; *and*
- A statement that you want to be excluded from one or more (or all) of the Classes, specifying whether you wish to exclude yourself from the litigation against all Defendants or just some of the Defendants. If you wish to exclude

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

yourself from the litigation against less than all Defendants you must specify which Defendants by name.

Your exclusion letter must be mailed first class, **postmarked on or before [Month Date,] 2006**, to:

AWP Litigation Administrator
P.O. Box xxx
City, State Zip code

Please remember that you can't exclude yourself by phone or by sending an email.

12. What happens if I exclude myself from the lawsuit?

If you exclude yourself from one or more of the Classes, you will not get money or benefits from the Classes if any are obtained from a settlement or trial of the lawsuit involving the remaining Defendants. If you exclude yourself, you're no longer part of the Classes, and nothing that happens in the lawsuit affects you. But you can sue or be part of a different lawsuit against the Defendants about the claims in this case.

If you do not exclude yourself, you will be bound by the results in the lawsuit. Thus, if Defendants win, your claim will be extinguished. Defendants claim that the persons and entities representing your interests do not have a valid claim, and if that is correct, your claim will be extinguished unless you exclude yourself.

YOUR RIGHTS – APPEARING IN THE LAWSUIT

13. Can I appear or speak in this lawsuit?

As long as you don't exclude yourself, you can (but do not have to) participate and speak for yourself in this lawsuit through your own lawyer. This is called making an appearance. Remember that you may have to pay for the lawyer yourself. If you appear in the lawsuit, you are still a member of the Classes and can share in any benefits the Classes might receive as a result of settlement or a trial.

14. How do I appear in this lawsuit?

If you want your own lawyer instead of Class Counsel to participate or speak for you in this lawsuit, your lawyer must give the Court a paper that is called a Notice of Appearance. The Notice of Appearance should include the name and number of the lawsuit, and state that you wish to enter an appearance in the lawsuit.

The Notice of Appearance must be filed with the Court at the following address:

Clerk of Court
John Joseph Moakley U.S. Courthouse
1 Courthouse Way, Suite 2300
Boston, Massachusetts 02210

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

The Notice of Appearance must be filed using the following Civil Action Number:

01-CV-12257-PBS

Your Notice of Appearance should be filed with the Court before the beginning of the series of trials of each Defendant in this lawsuit. The first trial is currently scheduled to start on [Month Date], 2006.

IF YOU DO NOTHING

15. What happens if I don't do anything at all?

If you do nothing, you stay in one or more of the Classes. As a member of one or more Class, you will be bound by the results of one or more trials, whether those results are favorable or unfavorable to the Class, and you will not be able to sue any Defendant(s) on your own. Depending on the outcome of the Class trial or trials or other rulings by the Court, in the future Class Members may be asked to provide information regarding the drugs they paid for in order to claim a portion of any class recovery. You will receive further instructions at that time explaining what information you are required to furnish and where and when to send it if there is a recovery or settlement. There is no recovery or settlement at this time.

THE LAWYERS REPRESENTING YOU

16. Do I have a lawyer in this lawsuit?

Yes. The Court has appointed the following law firms to represent you and other Class Members:

Hagens Berman Sobol Shapiro LLP
www.hagens-berman.com
1301 Fifth Avenue, Suite 2900
Seattle, WA 98101

and

One Main Street, 4th Floor
Cambridge, MA 02142

Mark H. Edelson
Edelson & Associates LLC
45 West Court Street
Doylestown, PA 18901

Spector Roseman & Kodroff, PC
www.srk-law.com
1818 Market Street, Suite 2500
Philadelphia, PA 19103

Wexler Toriseva Wallace LLP
www.wtwlaw.us
One North LaSalle St., Suite 2000
Chicago, IL 60602

Kline & Specter, PC
www.klinespecter.com
The Nineteenth Floor
1525 Locust Street
Philadelphia, PA 19102

These lawyers are called Class Counsel. You won't be charged personally for these lawyers, but they will ask the Court to award them a fee to be paid out of any recovery. More information about Class Counsel and their experience is available at the Web sites listed above.

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

17. Can you elaborate on who pays the lawyers and how much will they be paid?

If Class Counsel obtains money or benefits for the Class through a settlement or a successful trial, they will ask the Court for payment of attorneys' fees and expenses out of the total amount of money and benefits obtained. The Court must approve the amount of attorneys' fees and expenses. If Class Counsel doesn't obtain any money or benefits for the Class, they won't receive or ask to receive any attorneys' fees or reimbursement of expenses.

18. Should I get my own lawyer?

You don't need to hire your own lawyer, but if you want your own lawyer to speak for you or appear in Court, you must file a Notice of Appearance (*see* Question 14 to find out how to submit a Notice of Appearance). If you hire a lawyer to appear for you in the lawsuit, you will have to make your own arrangement for that lawyer's compensation.

GETTING MORE INFORMATION

19. Are more details and information available?

This Notice is just a summary of the lawsuit. More details are in the Complaint filed by Class Counsel, and the other legal documents that have been filed with the Court in this lawsuit. You can look at and copy these legal documents at any time during regular office hours at the Office of the Clerk of Court, John Joseph Moakley U.S. Courthouse, 1 Courthouse Way, Suite 2300, Boston, Massachusetts 02210. Copies of some of the important documents, like the Complaint are also available on-line at www.AWPlitigation.net.

In addition, if you have any questions about the lawsuit or this Notice, you may:

- Visit the AWP Litigation Web site at www.AWPitigation.net
- Call toll free 1-xxx-xxx-xxxx (hearing impaired call 1-yyy-yyy-yyyy)
- Write to: AWP Litigation Administrator, PO Box xxxx, City, State Zip code.

20. How will I be notified about the outcome of the trials?

Information about the trials will be posted on the Web site as appropriate. You may also register on the Web site or by mail to get notification of the outcome of the litigation and other significant occurrences associated with this case. To register by mail send a letter to the AWP Litigation Administrator at the address above. To register on the Web site, go to the site and access the "Registration" link on the Web site menu.

By Order of the United States District Court, District of Massachusetts.

Date: _____

The Honorable Judge Patti B. Saris

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

In re Pharmaceutical Industry Average Wholesale Price Litigation
Docket No. 01-CV-1225747-PBS

EXCLUSION FORM

Only Complete this Form if You Do NOT Want to be Included in One or More of the Classes

By Completing This Form You Are Excluding Yourself From One or More of The Classes and Nothing That Happens in the Class(es) You Check Below Will Affect You. That Means You Will Not Be Able To Participate in Any Benefits Obtained By The Class(es), and it Also Means You Will Not Be Bound By The Outcome Of Any Trials

Please check the box(es) indicating whether you are a:

- ☐ *Medicare Part B beneficiary*
☐ *Legal Heir to Medicare Part B beneficiary*

Please check the box(es) indicating which of the Classes you wish to exclude yourself from:

- ☐ *All Classes: (All Drugs)*
☐ *AstraZeneca Class: Zoladex (goserelin acetate)*
☐ *Bristol-Myers Squibb Class: Blenoxane (bleomycin sulfate), Cytoxan (cyclophosphamide), Etopophos (etoposide phosphate), Paraplatin (carboplatin), Rubex (doxorubicin hcl), Taxol (paclitaxel), VePesid (etoposide)*
☐ *Johnson & Johnson Class: Remicade (infliximab), Procrit (epoetin alfa)*

I would like to be excluded from the Class(es) indicated above. I understand that by doing so I am excluding myself from one or more of the Classes and nothing that happens in the Classes will affect me. I understand that I will not be able to participate in any benefits obtained by the Classes and that I will not be bound the outcome of any trials.

Name

Street

City, State, Zip code

Signature

Date

Mail By [____], 2006 To:
AWP Litigation Administrator
P.O. Box XXX
City, State Zip Code

EXHIBIT 3

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
AK	Anchorage	<i>Daily News</i>	75,579	Parade Magazine
AK	Fairbanks	<i>News-Miner</i>	19,889	Parade Magazine
AK	Juneau	<i>Empire</i>	5,831	USA Weekend
AK	Kenai	<i>Peninsula Clarion</i>	6,500	USA Weekend
AL	Alexander City	<i>Outlook</i>	3,721	Parade Magazine
AL	Anniston	<i>Star</i>	25,930	Parade Magazine
AL	Birmingham	<i>News</i>	180,783	Parade Magazine
AL	Cullman	<i>Times</i>	11,049	USA Weekend
AL	Decatur	<i>Daily</i>	24,032	Parade Magazine
AL	Dothan	<i>Eagle</i>	34,657	USA Weekend
AL	Florence	<i>Times Daily</i>	32,310	Parade Magazine
AL	Gadsen	<i>Times</i>	22,608	Parade Magazine
AL	Huntsville	<i>Times</i>	72,275	Parade Magazine
AL	Jasper	<i>Mountain Eagle</i>	10,667	USA Weekend
AL	Mobile	<i>Register</i>	117,279	Parade Magazine
AL	Montgomery	<i>Advertiser</i>	57,955	USA Weekend
AL	Opelika	<i>News</i>	15,279	USA Weekend
AL	Selma	<i>The Selma Times-Journal</i>	6,663	Parade Magazine
AL	Talladega	<i>Daily Home</i>	9,723	Parade Magazine
AL	Tuscaloosa	<i>News</i>	35,541	Parade Magazine
AR	Blytheville	<i>Courier News</i>	4,948	Parade Magazine
AR	Conway	<i>Log Cabin Democrat</i>	11,271	USA Weekend
AR	El Dorado	<i>South Arkansas Sunday News</i>	15,240	USA Weekend
AR	Fort Smith	<i>Southwest Times Record</i>	43,205	USA Weekend
AR	Harrison	<i>Times</i>	10,317	USA Weekend
AR	Hot Springs	<i>Sentinel - Record</i>	18,301	USA Weekend
AR	Jonesboro	<i>Sun</i>	21,416	USA Weekend
AR	Little Rock	<i>Arkansas Democrat-Gazette</i>	275,991	Parade Magazine
AR	Mountain Home	<i>Baxter Bulletin</i>	11,589	USA Weekend
AR	Paragould	<i>Press</i>	4,989	USA Weekend
AR	Pine Bluff	<i>Commercial</i>	16,770	USA Weekend
AR	Russellville	<i>Courier</i>	9,623	USA Weekend
AR	Searcy	<i>Citizen</i>	5,980	USA Weekend
AR	Springdale	<i>Morning News of Northwest Arkansas</i>	40,154	USA Weekend
AZ	Bullhead City	<i>Mohave Valley Daily News</i>	10,423	USA Weekend
AZ	Casa Grande	<i>Dispatch</i>	11,332	USA Weekend
AZ	Douglas	<i>Dispatch</i>	2,065	USA Weekend
AZ	Flagstaff	<i>Arizona Daily Sun</i>	12,100	Parade Magazine
AZ	Kingman	<i>Miner</i>	8,968	USA Weekend
AZ	Lake Havasu City	<i>News-Herald</i>	11,428	USA Weekend
AZ	Mesa	<i>Tribune</i>	86,507	Parade Magazine
AZ	Phoenix	<i>Arizona Republic</i>	556,465	USA Weekend
AZ	Prescott	<i>Courier</i>	19,992	USA Weekend
AZ	Sierra Vista	<i>Herald</i>	10,329	USA Weekend
AZ	Sun City	<i>News-Sun</i>	15,819	USA Weekend
AZ	Tucson	<i>Star</i>	173,064	USA Weekend
AZ	Tucson	<i>Arizona Daily Star</i>	173,064	Parade Magazine
AZ	Yuma	<i>Daily Sun</i>	25,966	Parade Magazine
CA	Auburn	<i>Journal</i>	11,804	USA Weekend
CA	Bakersfield	<i>Californian</i>	74,742	Parade Magazine
CA	Barstow/Victorville	<i>Desert Dispatch/Press</i>	37,157	USA Weekend
CA	Benicia	<i>Herald</i>	3,522	USA Weekend
CA	Chico	<i>Enterprise-Record</i>	33,374	USA Weekend

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
CA	Davis	<i>Enterprise</i>	10,283	USA Weekend
CA	El Centro	<i>Imperial Valley Press</i>	13,176	USA Weekend
CA	Eureka	<i>Times - Standard</i>	20,943	USA Weekend
CA	Fairfield	<i>Republic</i>	20,949	USA Weekend
CA	Fresno	<i>Bee</i>	183,744	Parade Magazine
CA	Grass Valley	<i>Union</i>	16,818	USA Weekend
CA	Hanford	<i>Sentinel</i>	12,959	USA Weekend
CA	Hayward-Fremont-Newark-PI	<i>ANG Newspapers</i>	107,256	USA Weekend
CA	Lakeport	<i>Lake County Record Bee</i>	8,168	USA Weekend
CA	Lodi	<i>News Sentinel</i>	16,855	USA Weekend
CA	Lompoc-Santa Maria	<i>Record-Times</i>	25,388	USA Weekend
CA	Los Angeles	<i>Daily News</i>	187,740	USA Weekend
CA	Los Angeles	<i>Times</i>	1,231,318	Parade Magazine
CA	Los Angeles County	<i>Breeze</i>	70,594	USA Weekend
CA	Los Angeles County	<i>Press Telegram</i>	95,771	USA Weekend
CA	Los Angeles County	<i>Star News-Valley Tribune-Daily News</i>	90,691	USA Weekend
CA	Madera	<i>Tribune</i>	4,877	USA Weekend
CA	Marin County	<i>Independent Journal</i>	40,223	USA Weekend
CA	Marysville	<i>Appeal - Democrat</i>	21,681	USA Weekend
CA	Merced	<i>Sun-Star</i>	20,189	USA Weekend
CA	Modesto	<i>Bee</i>	88,380	Parade Magazine
CA	Monterey	<i>County Herald</i>	32,866	Parade Magazine
CA	Napa	<i>Napa Valley Register</i>	17,873	USA Weekend
CA	Oakland	<i>Oakland Tribune</i>	55,138	USA Weekend
CA	Oceanside/Escondido	<i>North County Times</i>	92,073	Parade Magazine
CA	Ontario	<i>Bulletin</i>	66,318	USA Weekend
CA	Palm Springs	<i>The Desert Sun</i>	58,464	USA Weekend
CA	Palmdale	<i>Antelope Valley Press</i>	26,656	USA Weekend
CA	Porterville	<i>Recorder</i>	9,146	USA Weekend
CA	Red Bluff	<i>News</i>	7,205	USA Weekend
CA	Redding	<i>Record Searchlight</i>	38,632	Parade Magazine
CA	Redlands	<i>Redlands Daily Facts</i>	6,875	USA Weekend
CA	Riverside	<i>Press-Enterprise</i>	185,099	Parade Magazine
CA	Sacramento	<i>Bee</i>	330,993	Parade Magazine
CA	Salinas	<i>Californian</i>	20,317	USA Weekend
CA	San Bernardino	<i>Sun</i>	72,821	USA Weekend
CA	San Diego	<i>Union-Tribune</i>	408,392	Parade Magazine
CA	San Francisco	<i>Chronicle</i>	451,504	Parade Magazine
CA	San Jose	<i>Mercury News</i>	263,373	Parade Magazine
CA	San Luis Obispo	<i>Tribune</i>	43,757	Parade Magazine
CA	San Mateo	<i>County Times</i>	34,450	USA Weekend
CA	Santa Ana	<i>Orange County Register</i>	354,632	Parade Magazine
CA	Santa Barbara	<i>News-Press</i>	42,375	USA Weekend
CA	Santa Cruz	<i>County Sentinel</i>	25,930	USA Weekend
CA	Santa Rosa	<i>Press Democrat</i>	86,766	Parade Magazine
CA	Stockton	<i>Record</i>	65,575	Parade Magazine
CA	Tulare-Visalia	<i>Advance Register-Times Delta</i>	30,984	USA Weekend
CA	Ukiah	<i>Journal</i>	7,233	USA Weekend
CA	Vacaville	<i>Reporter</i>	18,749	USA Weekend
CA	Vallejo	<i>Times-Herald</i>	20,525	USA Weekend
CA	Ventura County	<i>Star f</i>	100,502	Parade Magazine
CA	Walnut Creek	<i>Contra Costa Times</i>	190,613	Parade Magazine
CA	Watsonville	<i>Register-Pajaronian</i>	5,433	USA Weekend

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
CA	Woodland	<i>Democrat</i>	9,441	USA Weekend
CO	Boulder	<i>Sunday Camera</i>	38,161	Parade Magazine
CO	Canon City	<i>Daily Record</i>	7,941	USA Weekend
CO	Colorado Springs	<i>Gazette</i>	110,820	Parade Magazine
CO	Denver	<i>Post & Rocky Mountain News</i>	704,806	Parade Magazine
CO	Denver	<i>Post/Rocky Mountain News</i>	704,806	USA Weekend
CO	Durango	<i>Herald</i>	8,723	USA Weekend
CO	Fort Collins	<i>Coloradoan</i>	33,420	USA Weekend
CO	Glenwood Springs	<i>Western Slope</i>	1,576	Parade Magazine
CO	Grand Junction	<i>Sentinel</i>	33,763	Parade Magazine
CO	Greeley	<i>Tribune</i>	28,612	USA Weekend
CO	Longmont	<i>Times-Call</i>	23,149	USA Weekend
CO	Loveland	<i>Reporter-Herald</i>	18,149	USA Weekend
CO	Montrose	<i>Press</i>	5,572	USA Weekend
CO	Pueblo	<i>Chieftan</i>	53,078	Parade Magazine
CT	Danbury	<i>News-Times</i>	33,149	Parade Magazine
CT	Fairfield	<i>County Post</i>	85,772	USA Weekend
CT	Hartford	<i>Courant</i>	272,918	USA Weekend
CT	Manchester	<i>Journal Inquirer</i>	42,467	Parade Magazine
CT	Manchester	<i>Journal Inquirer</i>	40,216	USA Weekend
CT	Meriden	<i>Record-Journal</i>	20,937	USA Weekend
CT	New Britain	<i>Herald</i>	25,051	USA Weekend
CT	New Haven	<i>Register</i>	90,389	USA Weekend
CT	New London	<i>Day</i>	43,442	Parade Magazine
CT	Norwalk	<i>Hour</i>	14,183	USA Weekend
CT	Norwich	<i>Bulletin</i>	28,413	USA Weekend
CT	Stamford/Greenwich	<i>Advocate/Times</i>	38,434	Parade Magazine
CT	Torrington	<i>Register-Citizen</i>	7,215	USA Weekend
CT	Waterbury	<i>Republican-American</i>	61,100	Parade Magazine
CT		<i>Record-Journal</i>	11,568	Parade Magazine
DC	Suburban Washington	<i>Examiner</i>	243,151	USA Weekend
DC	Washington	<i>Post</i>	960,684	Parade Magazine
DC	Washington	<i>Times</i>	76,917	USA Weekend
DE	Dover	<i>Delaware State News</i>	25,719	Parade Magazine
DE	Wilmington	<i>News Journal</i>	134,865	USA Weekend
FL	Boca Raton	<i>News</i>	17,391	USA Weekend
FL	Bradenton	<i>Herald</i>	57,320	USA Weekend
FL	Brooksville	<i>Hernando Today</i>	4,964	USA Weekend
FL	Charlotte Harbor/Venice Beach	<i>Sun/Gondalier Sun</i>	55,644	USA Weekend
FL	Crystal River	<i>Citrus County Chronicle</i>	31,851	USA Weekend
FL	Daytona Beach	<i>News-Journal</i>	125,754	USA Weekend
FL	Fort Lauderdale	<i>South Florida Sun-Sentinel</i>	339,728	USA Weekend
FL	Fort Myers	<i>News-Press</i>	120,342	USA Weekend
FL	Fort Walton Beach	<i>Northwest Florida News</i>	45,177	Parade Magazine
FL	Gainesville	<i>Sun</i>	54,205	Parade Magazine
FL	Jacksonville	<i>Times-Union</i>	222,392	USA Weekend
FL	Lake City	<i>Reporter</i>	8,657	Parade Magazine
FL	Lakeland	<i>Ledger</i>	91,288	Parade Magazine
FL	Leesburg	<i>Commercial</i>	25,019	USA Weekend
FL	Marianna	<i>Jackson County Floridan</i>	6,738	USA Weekend
FL	Melbourne	<i>Today</i>	102,891	USA Weekend
FL	Miami	<i>El Nuevo Herald</i>	98,261	Parade Magazine
FL	Miami	<i>Herald</i>	390,171	Parade Magazine

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
FL	Naples	<i>News</i>	79,061	Parade Magazine
FL	Ocala	<i>Star-Banner</i>	54,160	Parade Magazine
FL	Orlando	<i>Sentinel</i>	341,025	Parade Magazine
FL	Panama City	<i>News-Herald</i>	34,152	USA Weekend
FL	Pensacola	<i>News Journal</i>	75,526	USA Weekend
FL	Sarasota	<i>Herald-Tribune</i>	138,675	Parade Magazine
FL	Sebring	<i>Highlands Today</i>	20,445	USA Weekend
FL	St. Augustine	<i>Record</i>	18,837	USA Weekend
FL	St. Petersburg	<i>Times</i>	422,410	Parade Magazine
FL	Tallahassee	<i>Democrat</i>	63,761	USA Weekend
FL	Tampa	<i>Tribune</i>	309,916	Parade Magazine
FL	The Villages	<i>The Villages Daily Sun</i>	30,268	USA Weekend
FL	Treasure Coast	<i>News-Press-Tribune</i>	120,358	Parade Magazine
FL	West Palm Beach	<i>Post</i>	211,697	Parade Magazine
FL	Winter Haven	<i>News-Chief</i>	9,387	USA Weekend
GA	Albany	<i>Sunday</i>	25,969	USA Weekend
GA	Americus	<i>Times-Recorded</i>	6,511	Parade Magazine
GA	Athens	<i>Banner Herald and News</i>	31,159	USA Weekend
GA	Atlanta	<i>Journal-Constitution</i>	561,405	Parade Magazine
GA	Augusta	<i>Chronicle</i>	92,292	USA Weekend
GA	Canton	<i>Cherokee Tribune</i>	5,554	USA Weekend
GA	Carrollton	<i>Times-Georgian</i>	8,427	USA Weekend
GA	Columbus	<i>Ledger-Enquirer</i>	53,625	Parade Magazine
GA	Cordele	<i>Dispatch</i>	4,529	Parade Magazine
GA	Dalton	<i>Citizen-News</i>	12,244	USA Weekend
GA	Douglasville	<i>County Sentinel</i>	4,000	USA Weekend
GA	Dublin	<i>Courier-Herald</i>	9,954	USA Weekend
GA	Gainesville	<i>Times</i>	20,392	USA Weekend
GA	Griffin	<i>News</i>	7,829	USA Weekend
GA	Jonesboro	<i>News Daily</i>	3,151	USA Weekend
GA	Lawrence-Conyers	<i>Sunday Citizen-Daily Post</i>	112,884	USA Weekend
GA	Macon	<i>Telegraph</i>	76,784	Parade Magazine
GA	Marietta	<i>Journal</i>	17,653	USA Weekend
GA	McDonough	<i>Daily Herald</i>	3,015	USA Weekend
GA	Milledgeville	<i>Union-Recorder</i>	7,827	USA Weekend
GA	Moultrie	<i>Observer</i>	6,697	Parade Magazine
GA	Newnan	<i>Times - Herald</i>	10,450	USA Weekend
GA	Rome	<i>News Tribune</i>	19,038	Parade Magazine
GA	Savannah	<i>Morning News</i>	64,308	USA Weekend
GA	Statesboro	<i>Herald</i>	7,779	Parade Magazine
GA	Thomasville	<i>Times-Enterprise</i>	9,510	Parade Magazine
GA	Tifton	<i>Gazette</i>	9,500	Parade Magazine
GA	Valdosta	<i>Daily Times</i>	18,278	Parade Magazine
HI	Hilo	<i>Tribune-Herald</i>	21,436	USA Weekend
HI	Honolulu	<i>Advertiser</i>	158,021	USA Weekend
HI	Honolulu	<i>Star-Bulletin</i>	60,984	Parade Magazine
HI	Kailua-Kona	<i>West Hawaii Today</i>	16,124	USA Weekend
HI	Lihue	<i>Garden Island</i>	9,424	USA Weekend
HI	Wailuku	<i>Maui News</i>	26,547	Parade Magazine
IA	Ames	<i>Tribune</i>	12,426	Parade Magazine
IA	Burlington	<i>Hawk Eye</i>	20,589	Parade Magazine
IA	Cedar Rapids	<i>Gazette</i>	75,616	Parade Magazine
IA	Clinton	<i>Herald</i>	11,866	USA Weekend

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
IA	Council Bluffs	<i>Nonpareil</i>	20,762	USA Weekend
IA	Davenport-Bettendorf	<i>Quad City Times</i>	67,931	Parade Magazine
IA	Des Moines	<i>Register</i>	240,912	USA Weekend
IA	Dubuque-East Dubuque	<i>Telegraph-Herald</i>	33,684	USA Weekend
IA	Fort Dodge	<i>Messenger</i>	18,856	Parade Magazine
IA	Iowa City	<i>Press-Citizen</i>	16,228	USA Weekend
IA	Marshalltown	<i>Times-Republican</i>	10,782	Parade Magazine
IA	Mason City	<i>Globe-Gazette</i>	22,915	Parade Magazine
IA	Muscatine	<i>Journal</i>	7,554	USA Weekend
IA	Sioux City	<i>Journal</i>	42,313	USA Weekend
IA	Waterloo	<i>Courier</i>	51,420	Parade Magazine
ID	Boise	<i>Idaho Statesman</i>	86,388	USA Weekend
ID	Coeur d'Alene	<i>Press</i>	31,600	USA Weekend
ID	Idaho Falls	<i>Post-Register</i>	26,290	Parade Magazine
ID	Lewiston-Clarkson	<i>Tribune</i>	25,602	Parade Magazine
ID	Nampa-Caldwell	<i>Idaho Press Tribune</i>	20,876	Parade Magazine
ID	Pocatello	<i>Idaho State Journal</i>	18,035	Parade Magazine
ID	Rexburg	<i>Standard Journal</i>	4,900	USA Weekend
ID	Twin Falls	<i>Times-News</i>	23,281	Parade Magazine
IL	Alton-East Alton-Wood River	<i>Telegraph</i>	26,710	USA Weekend
IL	Aurora	<i>Beacon News</i>	28,861	USA Weekend
IL	Belleville	<i>News-Democrat</i>	65,847	Parade Magazine
IL	Benton	<i>News</i>	2,968	USA Weekend
IL	Bloomington	<i>Pantagraph</i>	50,019	Parade Magazine
IL	Carbondale	<i>Southern Illinoisan</i>	36,682	Parade Magazine
IL	Centralia-Central City	<i>Sentinel</i>	14,294	Parade Magazine
IL	Champaign	<i>News-Gazette</i>	45,826	Parade Magazine
IL	Charleston	<i>Time-Courier</i>	6,606	USA Weekend
IL	Chicago	<i>Sun-Times</i>	320,371	USA Weekend
IL	Chicago	<i>Tribune</i>	957,212	Parade Magazine
IL	Chicago Suburban	<i>Herald</i>	149,371	USA Weekend
IL	Chicago Suburban	<i>Southtown</i>	52,927	USA Weekend
IL	Crystal Lake	<i>Northwest Herald</i>	39,757	USA Weekend
IL	Danville	<i>Commercial News</i>	16,126	USA Weekend
IL	Decatur	<i>Herald and Review</i>	44,359	Parade Magazine
IL	DeKalb	<i>Daily Chronicle</i>	10,567	Parade Magazine
IL	DuQuoin	<i>Call</i>	3,648	USA Weekend
IL	Effingham	<i>Daily News</i>	12,407	USA Weekend
IL	Eldorado	<i>Journal</i>	1,100	USA Weekend
IL	Elgin	<i>Courier News</i>	13,320	USA Weekend
IL	Freeport	<i>Journal-Standard</i>	13,183	Parade Magazine
IL	Galesburg	<i>Register-Mail</i>	13,693	Parade Magazine
IL	Geneva	<i>Kane County Chronicle</i>	12,759	USA Weekend
IL	Harrisburg	<i>Register</i>	4,380	USA Weekend
IL	Jacksonville	<i>Journal-Courier</i>	13,985	USA Weekend
IL	Joliet	<i>Herald News</i>	45,224	USA Weekend
IL	Kankakee	<i>Journal</i>	31,362	USA Weekend
IL	La Salle-Peru-Oglesby	<i>Spring Valley News-Tribune</i>	17,601	USA Weekend
IL	Macomb	<i>Journal</i>	4,970	USA Weekend
IL	Marion	<i>Republican</i>	3,000	USA Weekend
IL	Mattoon	<i>Journal Gazette</i>	10,875	USA Weekend
IL	Morris	<i>Daily Herald</i>	6,870	USA Weekend
IL	Mount Vernon	<i>Register News</i>	9,272	USA Weekend

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
IL	Naperville	<i>Sun</i>	16,237	USA Weekend
IL	Pekin	<i>Daily Times</i>	8,387	USA Weekend
IL	Peoria	<i>Journal-Star</i>	83,553	Parade Magazine
IL	Pontiac	<i>Leader</i>	4,004	USA Weekend
IL	Quincy	<i>Herald-Whig</i>	26,477	Parade Magazine
IL	Rock Island-Moline-East Moline	<i>Argus-Dispatch</i>	47,041	USA Weekend
IL	Rockford	<i>Register Star</i>	72,469	USA Weekend
IL	Springfield	<i>State Journal-Register</i>	62,660	Parade Magazine
IL	Sterling-Rock Falls	<i>Sauk Valley Sunday</i>	19,819	USA Weekend
IL	Waukegan	<i>News Sun</i>	22,362	USA Weekend
IL	West Frankfort	<i>American</i>	2,490	USA Weekend
IN	Anderson	<i>Herald Bulletin</i>	23,993	Parade Magazine
IN	Angola	<i>Herald-Republican</i>	4,735	USA Weekend
IN	Auburn	<i>Star</i>	6,556	USA Weekend
IN	Bloomington-Bedford	<i>Times</i>	43,110	Parade Magazine
IN	Bluffton	<i>News Banner</i>	5,031	USA Weekend
IN	Columbus	<i>Republic</i>	20,406	USA Weekend
IN	Connersville	<i>News Examiner</i>	6,569	USA Weekend
IN	Crawfordsville	<i>Journal Review</i>	8,240	USA Weekend
IN	Elkhart	<i>Truth</i>	28,478	USA Weekend
IN	Evansville	<i>Courier & Press</i>	88,888	Parade Magazine
IN	Fort Wayne	<i>Journal-Gazette</i>	121,475	Parade Magazine
IN	Frankfort	<i>The Times</i>	5,919	USA Weekend
IN	Franklin	<i>Journal</i>	17,052	USA Weekend
IN	Ft. Wayne	<i>Journal-Gazette</i>	28,521	USA Weekend
IN	Goshen	<i>News</i>	15,663	Parade Magazine
IN	Greenfield	<i>Reporter</i>	10,152	USA Weekend
IN	Indianapolis	<i>Star</i>	347,217	USA Weekend
IN	Jasper	<i>Herald</i>	12,695	USA Weekend
IN	Kendallville	<i>News Sun</i>	8,291	USA Weekend
IN	Kokomo	<i>Tribune</i>	22,005	Parade Magazine
IN	Lafayette	<i>Journal and Courier</i>	36,202	USA Weekend
IN	Logansport	<i>Pharos-Tribune</i>	9,490	Parade Magazine
IN	Marion	<i>Chronicle-Tribune</i>	19,252	USA Weekend
IN	Merrville	<i>Post-Tribune</i>	71,519	USA Weekend
IN	Michigan City	<i>News-Dispatch</i>	11,129	USA Weekend
IN	Monticello	<i>Herald Journal</i>	5,037	USA Weekend
IN	Muncie	<i>Star Press</i>	34,314	USA Weekend
IN	Munster	<i>Times</i>	91,125	Parade Magazine
IN	New Albany/Jeffersonville	<i>Evening News/Tribune</i>	13,790	Parade Magazine
IN	New Castle	<i>Courier-Times</i>	9,220	USA Weekend
IN	Peru	<i>Tribune</i>	6,224	USA Weekend
IN	Richmond	<i>Palladium-Item</i>	21,294	USA Weekend
IN	Seymour	<i>Tribune</i>	8,369	USA Weekend
IN	Shelbyville	<i>News</i>	8,680	USA Weekend
IN	South Bend	<i>Tribune</i>	94,968	Parade Magazine
IN	Terre Haute	<i>Tribune-Star</i>	30,558	Parade Magazine
IN	Vincennes	<i>Sun-Commercial</i>	11,435	USA Weekend
IN	Wabash	<i>Plain Dealer</i>	5,078	USA Weekend
IN	Warsaw	<i>Times-Union</i>	11,387	USA Weekend
KS	Arkansas City	<i>Traveler</i>	4,500	USA Weekend
KS	Dodge City	<i>Globe</i>	7,504	USA Weekend
KS	Emporia	<i>Gazette</i>	7,924	USA Weekend

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
KS	Garden City	<i>Telegram</i>	8,985	USA Weekend
KS	Great Bend	<i>Tribune</i>	6,249	Parade Magazine
KS	Hays	<i>Daily News</i>	13,879	USA Weekend
KS	Hutchinson	<i>News</i>	35,272	USA Weekend
KS	Kansas City	<i>Kansan</i>	3,744	USA Weekend
KS	Lawrence	<i>Journal-World</i>	19,128	USA Weekend
KS	Leavenworth	<i>Times</i>	5,278	USA Weekend
KS	Manhattan	<i>The Manhattan Mercury</i>	12,121	Parade Magazine
KS	Newton	<i>Kansan</i>	7,472	USA Weekend
KS	Pittsburg	<i>Sun</i>	8,104	USA Weekend
KS	Salina	<i>Journal</i>	28,958	USA Weekend
KS	Topeka	<i>Capital-Journal</i>	54,498	USA Weekend
KS	Wichita	<i>Eagle</i>	143,948	Parade Magazine
KS	Winfield	<i>Courier</i>	4,365	USA Weekend
KY	Ashland	<i>Sunday Independent</i>	18,167	Parade Magazine
KY	Bowling Green	<i>News</i>	25,351	Parade Magazine
KY	Elizabethtown	<i>News-Enterprise</i>	20,045	Parade Magazine
KY	Glasgow	<i>Glasgow Daily Times</i>	9,398	Parade Magazine
KY	Henderson	<i>Gleaner</i>	11,513	Parade Magazine
KY	Hopkinsville	<i>Kentucky New Era</i>	10,614	USA Weekend
KY	Lexington	<i>Herald-Leader</i>	141,019	Parade Magazine
KY	Louisville	<i>Courier-Journal</i>	271,920	USA Weekend
KY	Madisonville	<i>Messenger</i>	7,695	USA Weekend
KY	Maysville	<i>Ledger Independent</i>	8,562	USA Weekend
KY	Owensboro	<i>Messenger-Inquirer</i>	30,380	USA Weekend
KY	Paducah	<i>Sun</i>	27,704	USA Weekend
KY	Richmond	<i>Register</i>	6,543	USA Weekend
KY	Somerset	<i>Commonwealth Journal</i>	9,372	Parade Magazine
LA	Alexandria	<i>Town Talk</i>	38,464	USA Weekend
LA	Baton Rouge	<i>Advocate</i>	126,138	Parade Magazine
LA	Bogalusa	<i>News</i>	4,752	USA Weekend
LA	Crowley	<i>Post Signal</i>	4,950	Parade Magazine
LA	Hammond	<i>Star</i>	13,055	USA Weekend
LA	Houma	<i>Daily Courier</i>	20,264	Parade Magazine
LA	LA State Newspaper Group	<i>Abbeville/Eunice/Vill</i>	12,258	Parade Magazine
LA	Lafayette	<i>Advertiser</i>	54,698	USA Weekend
LA	Lake Charles	<i>American Press</i>	40,602	Parade Magazine
LA	Monroe	<i>News-Star</i>	38,942	USA Weekend
LA	New Iberia	<i>Iberian</i>	14,976	USA Weekend
LA	New Orleans	<i>Times-Picayune</i>	210,000	Parade Magazine
LA	Opelousas	<i>World</i>	10,710	USA Weekend
LA	Ruston	<i>Leader</i>	6,200	Parade Magazine
LA	Shreveport	<i>Times</i>	71,995	USA Weekend
LA	Thibodaux	<i>Daily Comet</i>	10,858	USA Weekend
MA	Attleboro-North Attleboro	<i>Sun-Chronicle</i>	18,911	USA Weekend
MA	Boston	<i>Globe</i>	604,068	Parade Magazine
MA	Boston	<i>Herald</i>	122,712	USA Weekend
MA	Brockton	<i>Enterprise</i>	38,535	USA Weekend
MA	Cape Cod	<i>Sunday Cape Cod Times</i>	49,574	Parade Magazine
MA	Fall River	<i>Herald News</i>	21,127	USA Weekend
MA	Fitchburg-Leominster	<i>Sentinel-Enterprise</i>	17,781	USA Weekend
MA	Framingham	<i>Metro-West Daily</i>	29,885	USA Weekend
MA	Gloucester-Newburyport-Salem	<i>Essex County Newspapers</i>	54,050	USA Weekend

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
MA	Greenfield	<i>Recorder</i>	13,746	USA Weekend
MA	Lowell	<i>Sun</i>	50,096	USA Weekend
MA	New Bedford	<i>Standard-Times</i>	34,217	Parade Magazine
MA	North Adams	<i>Transcript</i>	7,255	USA Weekend
MA	North Andover	<i>Eagle-Tribune</i>	50,567	USA Weekend
MA	Northampton	<i>Daily Hampshire Gazette</i>	19,422	USA Weekend
MA	Pittsfield	<i>Eagle</i>	30,170	USA Weekend
MA	Quincy	<i>Patriot Ledger</i>	66,256	USA Weekend
MA	Springfield	<i>Sunday Republican</i>	125,864	Parade Magazine
MA	Taunton	<i>Gazette</i>	8,791	USA Weekend
MA	Worcester	<i>Sunday Telegram</i>	109,419	Parade Magazine
MD	Annapolis	<i>Capital</i>	45,217	USA Weekend
MD	Baltimore	<i>Sun</i>	401,918	Parade Magazine
MD	Cumberland	<i>Times-News</i>	31,232	Parade Magazine
MD	Easton	<i>Star-Democrat</i>	17,625	USA Weekend
MD	Frederick	<i>News-Post</i>	38,471	USA Weekend
MD	Hagerstown	<i>Herald/Mail</i>	39,041	Parade Magazine
MD	Salisbury	<i>Times</i>	29,275	USA Weekend
MD	Westminster	<i>Carroll County Times</i>	27,155	USA Weekend
ME	Augusta-Waterville	<i>Kennebec Journal-Morning Sentinel</i>	31,290	USA Weekend
ME	Bangor	<i>News</i>	64,983	USA Weekend
ME	Biddeford	<i>Journal Tribune</i>	7,002	USA Weekend
ME	Lewiston-Auburn	<i>Sun-Journal</i>	33,679	USA Weekend
ME	Portland	<i>Telegram</i>	106,746	Parade Magazine
MI	Adrian	<i>Telegram</i>	15,986	USA Weekend
MI	Alpena	<i>News</i>	10,898	USA Weekend
MI	Ann Arbor	<i>News</i>	62,412	Parade Magazine
MI	Battle Creek	<i>Enquirer</i>	23,522	USA Weekend
MI	Bay City	<i>Times</i>	41,996	Parade Magazine
MI	Benton Harbor-St. Joseph	<i>Herald-Palladium</i>	24,083	USA Weekend
MI	Big Rapids-Manistee	<i>Pioneer-News Advocate</i>	8,985	USA Weekend
MI	Cadillac	<i>News</i>	11,850	USA Weekend
MI	Dearborn	<i>Press & Guide</i>	16,502	Parade Magazine
MI	Detroit	<i>News & Free Press</i>	669,315	USA Weekend
MI	Escanaba	<i>Press</i>	9,690	USA Weekend
MI	Flint	<i>Journal</i>	101,277	Parade Magazine
MI	Grand Haven	<i>Tribune</i>	9,388	USA Weekend
MI	Grand Rapids	<i>Press</i>	182,810	Parade Magazine
MI	Greenville	<i>News</i>	8,835	USA Weekend
MI	Hillsdale	<i>News</i>	6,680	USA Weekend
MI	Holland	<i>Sentinel</i>	18,471	USA Weekend
MI	Houghton	<i>Mining Gazette</i>	9,322	USA Weekend
MI	Howell	<i>Livingston County Daily Press and Argus</i>	16,306	USA Weekend
MI	Huron	<i>Daily Tribune</i>	7,335	Parade Magazine
MI	Iron Mountain-Kingsford	<i>News</i>	9,376	USA Weekend
MI	Jackson	<i>Citizen Patriot</i>	37,541	Parade Magazine
MI	Kalamazoo	<i>Gazette</i>	70,694	Parade Magazine
MI	Lansing	<i>State Journal</i>	87,293	USA Weekend
MI	Marquette	<i>Mining Journal</i>	16,682	Parade Magazine
MI	Midland	<i>Daily News</i>	17,564	Parade Magazine
MI	Monroe	<i>News</i>	24,059	Parade Magazine
MI	Mount Clemens	<i>Macomb Daily</i>	64,061	Parade Magazine
MI	Mount Pleasant	<i>Morning Sun</i>	12,428	Parade Magazine

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
MI	Muskegon	<i>Chronicle</i>	47,709	Parade Magazine
MI	Owosso	<i>Argus Press</i>	9,929	USA Weekend
MI	Pontiac	<i>The Oakland Press</i>	76,202	Parade Magazine
MI	Port Huron	<i>Times-Herald</i>	29,309	USA Weekend
MI	Royal Oak	<i>Tribune</i>	12,602	Parade Magazine
MI	Saginaw	<i>News</i>	54,095	Parade Magazine
MI	Southgate	<i>News Herald</i>	50,637	Parade Magazine
MI	Traverse City	<i>Record-Eagle</i>	34,967	Parade Magazine
MI		<i>The County Press</i>	12,611	Parade Magazine
MN	Albert Lea	<i>Tribune</i>	7,071	Parade Magazine
MN	Austin	<i>Herald</i>	5,625	Parade Magazine
MN	Bemidji	<i>Pioneer</i>	10,470	Parade Magazine
MN	Brainerd	<i>Dispatch</i>	17,076	USA Weekend
MN	Duluth	<i>News-Tribune</i>	64,398	Parade Magazine
MN	Fairmont	<i>Sentinel</i>	6,901	USA Weekend
MN	Faribault	<i>News</i>	6,158	Parade Magazine
MN	Fergus Falls	<i>Journal</i>	7,464	USA Weekend
MN	Mankato - N. Mankato	<i>Free Press</i>	21,922	Parade Magazine
MN	Marshall	<i>Independent</i>	7,499	USA Weekend
MN	Minneapolis-St. Paul	<i>Star Tribune</i>	606,698	USA Weekend
MN	New Ulm	<i>Journal</i>	8,984	Parade Magazine
MN	Northfield	<i>News</i>	5,086	Parade Magazine
MN	Owatonna	<i>People's Press</i>	7,522	Parade Magazine
MN	Rochester	<i>Post-Bulletin</i>	47,165	USA Weekend
MN	St. Cloud	<i>Times</i>	37,035	USA Weekend
MN	St. Paul	<i>Pioneer Press</i>	251,565	Parade Magazine
MN	Stillwater	<i>Gazette</i>	2,181	USA Weekend
MN	Virginia	<i>Mesabi News</i>	11,313	USA Weekend
MN	Willmar	<i>West Central Tribune</i>	16,194	USA Weekend
MN	Winona	<i>News</i>	12,430	Parade Magazine
MO	Cape Girardeau	<i>Southern Missourian</i>	19,661	Parade Magazine
MO	Columbia	<i>Tribune</i>	18,528	USA Weekend
MO	Columbia	<i>Missourian</i>	4,805	Parade Magazine
MO	Dexter	<i>Daily Statesman</i>	3,482	Parade Magazine
MO	Hannibal	<i>Courier-Post</i>	7,756	USA Weekend
MO	Independence-Blue Springs	<i>Examiner</i>	13,776	USA Weekend
MO	Jefferson City	<i>News & Tribune</i>	23,581	Parade Magazine
MO	Joplin	<i>Globe</i>	36,468	Parade Magazine
MO	Kansas City	<i>Star</i>	367,712	Parade Magazine
MO	Kennett	<i>Daily Dunkin Democrat</i>	3,882	Parade Magazine
MO	Nevada	<i>Sunday Journal</i>	6,000	Parade Magazine
MO	Park Hills	<i>Daily Journal</i>	8,887	Parade Magazine
MO	Poplar Bluff	<i>Daily American</i>	12,831	Parade Magazine
MO	Sedalia	<i>Democrat</i>	11,306	USA Weekend
MO	Sikeston	<i>Standard Democrat</i>	6,992	Parade Magazine
MO	Springfield	<i>News-Leader</i>	86,675	USA Weekend
MO	St. Joseph	<i>News-Press</i>	37,772	Parade Magazine
MO	St. Louis	<i>Post-Dispatch</i>	423,291	Parade Magazine
MS	Biloxi	<i>Sun Herald</i>	49,177	Parade Magazine
MS	Brookhaven	<i>Leader</i>	6,823	Parade Magazine
MS	Clarksdale	<i>Press-Register</i>	4,875	USA Weekend
MS	Columbus	<i>Commercial Dispatch</i>	14,512	Parade Magazine
MS	Corinth	<i>Corinthian</i>	6,629	USA Weekend

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
MS	Greenville	<i>Delta Democrat-Times</i>	10,167	USA Weekend
MS	Greenwood	<i>Commonwealth</i>	7,659	Parade Magazine
MS	Hattiesburg	<i>American</i>	23,949	USA Weekend
MS	Jackson	<i>Clarion-Ledger</i>	105,532	USA Weekend
MS	Laurel	<i>Leader-Call</i>	7,657	Parade Magazine
MS	McComb	<i>Enterprise-Journal</i>	12,620	Parade Magazine
MS	Meridian	<i>Star</i>	16,268	Parade Magazine
MS	Natchez	<i>Democrat</i>	8,280	USA Weekend
MS	Pascagoula	<i>Mississippi Press</i>	15,913	Parade Magazine
MS	Picayune	<i>Picayune Item</i>	6,500	Parade Magazine
MS	Tupelo	<i>Northeast Mississippi Journal</i>	36,499	Parade Magazine
MS	Vicksburg	<i>Post</i>	14,788	Parade Magazine
MT	Billings	<i>Gazette</i>	52,387	Parade Magazine
MT	Bozeman	<i>Chronicle</i>	17,573	Parade Magazine
MT	Butte-Anaconda	<i>Montana Standard</i>	14,704	Parade Magazine
MT	Great Falls	<i>Tribune</i>	35,264	USA Weekend
MT	Helena	<i>Independent-Record</i>	14,560	Parade Magazine
MT	Kalispell	<i>Daily Inter Lake</i>	16,974	Parade Magazine
MT	Missoula	<i>Missoulian</i>	34,414	Parade Magazine
NC	Asheboro	<i>Courier-Tribune</i>	15,082	USA Weekend
NC	Asheville	<i>Citizen Times</i>	60,101	USA Weekend
NC	Burlington	<i>Times-News</i>	27,345	USA Weekend
NC	Charlotte	<i>Observer</i>	274,125	Parade Magazine
NC	Concord-Kannapolis	<i>Independent Tribune</i>	19,742	USA Weekend
NC	Durham	<i>Herald-Sun</i>	45,114	USA Weekend
NC	Eden	<i>News</i>	3,388	USA Weekend
NC	Elizabeth City	<i>Daily Advance</i>	10,248	Parade Magazine
NC	Fayetteville	<i>Observer-Times</i>	73,314	Parade Magazine
NC	Forest City	<i>Courier</i>	8,041	USA Weekend
NC	Gastonia	<i>Gaston Gazette</i>	32,894	USA Weekend
NC	Goldsboro	<i>News-Argus</i>	22,963	USA Weekend
NC	Greensboro	<i>News & Record</i>	108,848	Parade Magazine
NC	Greenville	<i>Reflector</i>	22,822	Parade Magazine
NC	Henderson	<i>Daily Dispatch</i>	7,477	USA Weekend
NC	Hendersonville	<i>Times-News</i>	18,884	Parade Magazine
NC	Hickory	<i>Record</i>	24,125	USA Weekend
NC	High Point	<i>Enterprise</i>	24,743	USA Weekend
NC	Jacksonville	<i>News</i>	20,890	USA Weekend
NC	Kinston	<i>Free Press</i>	12,094	USA Weekend
NC	Lenoir	<i>News-Topic</i>	8,352	USA Weekend
NC	Lexington	<i>Dispatch</i>	11,448	USA Weekend
NC	Lumberton	<i>The Robesonian</i>	14,935	Parade Magazine
NC	Monroe	<i>Enquirer-Journal</i>	8,765	USA Weekend
NC	Morganton	<i>News-Herald</i>	11,806	USA Weekend
NC	Mount Airy	<i>News</i>	11,017	USA Weekend
NC	New Bern	<i>Sun-Journal</i>	16,315	USA Weekend
NC	Raleigh	<i>News and Observer</i>	213,878	Parade Magazine
NC	Reidsville	<i>Review</i>	5,054	USA Weekend
NC	Roanoke Rapids	<i>Herald</i>	11,638	USA Weekend
NC	Rocky Mount	<i>Telegram</i>	16,697	Parade Magazine
NC	Salisbury	<i>Post</i>	22,585	USA Weekend
NC	Sampson	<i>Independent</i>	8,662	Parade Magazine
NC	Sanford	<i>Herald</i>	9,454	USA Weekend

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
NC	Shelby	<i>Star</i>	13,866	USA Weekend
NC	Statesville	<i>Record & Landmark</i>	17,812	USA Weekend
NC	Washington	<i>News</i>	9,027	USA Weekend
NC	Wilmington	<i>Star, Star-News</i>	58,807	Parade Magazine
NC	Wilson	<i>Times</i>	16,290	USA Weekend
NC	Winston-Salem	<i>Journal</i>	94,178	Parade Magazine
ND	Bismarck	<i>Tribune</i>	30,948	USA Weekend
ND	Dickinson	<i>Press</i>	6,322	Parade Magazine
ND	Fargo	<i>Forum</i>	60,203	Parade Magazine
ND	Grand Forks	<i>Herald</i>	30,992	USA Weekend
ND	Minot	<i>News</i>	20,580	Parade Magazine
NE	Beatrice	<i>Sun</i>	7,604	USA Weekend
NE	Columbus	<i>Telegram</i>	9,845	USA Weekend
NE	Fremont	<i>Tribune</i>	8,167	USA Weekend
NE	Grand Island	<i>Independent</i>	22,888	USA Weekend
NE	Kearney	<i>Hub</i>	12,456	USA Weekend
NE	Lincoln	<i>Journal Star</i>	82,543	USA Weekend
NE	Norfolk	<i>News</i>	16,969	USA Weekend
NE	North Platte	<i>Telegraph</i>	12,639	USA Weekend
NE	Omaha	<i>World-Herald</i>	231,115	Parade Magazine
NE	Scottsbluff	<i>Star-Herald</i>	15,577	Parade Magazine
NE	York	<i>York News-Times</i>	4,411	USA Weekend
NH	Concord	<i>Monitor</i>	21,965	USA Weekend
NH	Dover	<i>Foster's Democrat</i>	24,730	USA Weekend
NH	Keene	<i>Sentinel</i>	12,715	USA Weekend
NH	Lebanon-Hanover	<i>Valley News</i>	16,595	USA Weekend
NH	Manchester	<i>Sunday News</i>	74,315	Parade Magazine
NH	Nashua	<i>Telegraph</i>	31,593	USA Weekend
NH	Portsmouth	<i>Herald</i>	17,035	Parade Magazine
NJ	Atlantic City	<i>Press</i>	82,768	USA Weekend
NJ	Bergen, Passaic	<i>Record & Herald News</i>	205,084	Parade Magazine
NJ	Bridgewater	<i>Courier-News</i>	37,022	USA Weekend
NJ	Camden-Cherry Hill	<i>Courier-Post</i>	85,144	USA Weekend
NJ	East Brunswick	<i>Home News & Tribune</i>	59,691	USA Weekend
NJ	Jersey City	<i>Jersey Journal</i>	25,958	USA Weekend
NJ	Morristown-Parsippany	<i>Morris Record</i>	42,445	USA Weekend
NJ	Neptune	<i>Asbury Park Press</i>	199,723	USA Weekend
NJ	Newark	<i>Star-Ledger</i>	599,628	Parade Magazine
NJ	Newton	<i>New Jersey Herald</i>	20,527	USA Weekend
NJ	Salem	<i>Today's Sunbeam</i>	9,902	Parade Magazine
NJ	Tom's River	<i>Ocean County Observer</i>	6,693	USA Weekend
NJ	Trenton	<i>Times</i>	67,782	Parade Magazine
NJ	Trenton	<i>Trentonian</i>	30,844	USA Weekend
NJ	Willingboro	<i>Burlington County Times</i>	37,814	Parade Magazine
NJ	Woodbury	<i>Gloucester County Times</i>	26,118	Parade Magazine
NM	Alamogordo	<i>News</i>	7,794	USA Weekend
NM	Albuquerque	<i>Journal</i>	107,555	USA Weekend
NM	Albuquerque	<i>Sunday Journal</i>	148,781	Parade Magazine
NM	Carlsbad	<i>Current-Argus</i>	7,570	USA Weekend
NM	Clovis	<i>News Journal</i>	8,186	USA Weekend
NM	Farmington	<i>Times</i>	19,465	USA Weekend
NM	Gallup	<i>Independent</i>	17,625	USA Weekend
NM	Hobbs	<i>News-Sun</i>	10,073	Parade Magazine

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
NM	Las Cruces	<i>Sun-News</i>	25,031	USA Weekend
NM	Portales	<i>News-Tribune</i>	2,955	USA Weekend
NM	Roswell	<i>Record</i>	11,134	USA Weekend
NM	Santa Fe	<i>New Mexican</i>	26,739	Parade Magazine
NV	Carson City	<i>Nevada Appeal</i>	21,332	Parade Magazine
NV	Elko	<i>Daily Free Press</i>	6,684	USA Weekend
NV	Las Vegas	<i>Review-Journal</i>	219,228	USA Weekend
NV	Las Vegas	<i>Review-Journal & Sun</i>	219,228	Parade Magazine
NV	Reno	<i>Gazette-Journal</i>	76,110	USA Weekend
NV	Sparks	<i>Tribune</i>	6,050	Parade Magazine
NY	Albany	<i>Times Union</i>	133,787	Parade Magazine
NY	Auburn	<i>Citizen</i>	13,895	Parade Magazine
NY	Batavia	<i>Daily News</i>	14,226	USA Weekend
NY	Binghamton	<i>Press & Sun-Bulletin</i>	65,821	USA Weekend
NY	Buffalo	<i>News</i>	273,177	Parade Magazine
NY	Canandaigua	<i>Messenger</i>	13,434	Parade Magazine
NY	Catskill	<i>Daily Mail</i>	2,773	USA Weekend
NY	Corning	<i>Leader</i>	11,803	Parade Magazine
NY	Dunkirk-Fredonia	<i>Observer</i>	10,137	USA Weekend
NY	Elmira	<i>Star-Gazette</i>	35,472	USA Weekend
NY	Geneva	<i>Finger Lakes Times</i>	18,470	Parade Magazine
NY	Glens Falls	<i>Post-Star</i>	35,379	USA Weekend
NY	Gloversville	<i>Leader-Herald</i>	11,281	Parade Magazine
NY	Hornell	<i>Tribune</i>	9,975	Parade Magazine
NY	Hudson	<i>Register Star</i>	5,251	USA Weekend
NY	Ithaca	<i>Journal</i>	20,882	USA Weekend
NY	Jamestown	<i>Post-Journal</i>	18,615	USA Weekend
NY	Kingston	<i>Freeman</i>	19,993	USA Weekend
NY	Long Island	<i>Newsday</i>	488,825	USA Weekend
NY	Medina	<i>Journal-Register</i>	2,829	USA Weekend
NY	Middletown	<i>Record</i>	86,519	Parade Magazine
NY	New York	<i>Post</i>	413,763	Parade Magazine
NY	New York City	<i>Daily News</i>	795,153	USA Weekend
NY	Niagara Falls	<i>Niagra Sunday</i>	35,656	USA Weekend
NY	Ogdensburg	<i>Advance News</i>	9,910	Parade Magazine
NY	Olean	<i>Times Herald</i>	14,925	USA Weekend
NY	Oneida	<i>Dispatch</i>	6,770	USA Weekend
NY	Oneonta	<i>Daily Star</i>	16,229	Parade Magazine
NY	Oswego	<i>Palladium-Times</i>	6,000	USA Weekend
NY	Plattsburgh	<i>Press-Republican</i>	20,557	Parade Magazine
NY	Poughkeepsie	<i>Journal</i>	47,025	USA Weekend
NY	Rochester	<i>Democrat & Chronicle</i>	219,660	USA Weekend
NY	Saranac Lake	<i>Adirondack Enterprise</i>	4,763	USA Weekend
NY	Saratoga Springs	<i>Saratogian</i>	10,638	USA Weekend
NY	Schenectady	<i>Gazette Newspapers</i>	49,449	USA Weekend
NY	Staten Island	<i>Staten Island Advance</i>	76,795	Parade Magazine
NY	Syracuse	<i>Post-Standard</i>	168,393	Parade Magazine
NY	Troy	<i>Record</i>	17,389	USA Weekend
NY	Utica	<i>Observer-Dispatch</i>	48,534	USA Weekend
NY	Watertown	<i>Times</i>	32,430	USA Weekend
NY	White Plains	<i>Journal News</i>	144,231	USA Weekend
OH	Akron	<i>Beacon Journal</i>	170,870	Parade Magazine
OH	Ashtabula	<i>Star Beacon</i>	18,478	USA Weekend

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
OH	Athens	<i>Messenger</i>	11,375	USA Weekend
OH	Beavercreek	<i>News Current</i>	584	USA Weekend
OH	Belmont	<i>County Times Leader</i>	18,842	USA Weekend
OH	Bowling Green	<i>Sentinel-Tribune</i>	11,491	USA Weekend
OH	Bryan	<i>Times</i>	10,233	USA Weekend
OH	Bucyrus	<i>Telegraph-Forum</i>	6,321	USA Weekend
OH	Cambridge	<i>Jeffersonian</i>	13,075	Parade Magazine
OH	Canton	<i>Repository</i>	83,961	Parade Magazine
OH	Chillicothe	<i>Gazette</i>	14,199	USA Weekend
OH	Cincinnati	<i>Enquirer</i>	293,151	USA Weekend
OH	Circleville	<i>Herald</i>	6,690	USA Weekend
OH	Cleveland	<i>Plain Dealer</i>	450,875	Parade Magazine
OH	Columbus	<i>Dispatch</i>	352,510	USA Weekend
OH	Coshocton	<i>Tribune</i>	6,781	USA Weekend
OH	Dayton	<i>Daily News</i>	168,645	Parade Magazine
OH	Defiance	<i>Crescent News</i>	18,802	USA Weekend
OH	East Liverpool	<i>Review</i>	8,738	Parade Magazine
OH	Elyria	<i>Chronicle-Telegram</i>	24,688	Parade Magazine
OH	Fairborn	<i>Daily Herald</i>	3,457	USA Weekend
OH	Findlay	<i>Courier</i>	21,936	USA Weekend
OH	Fostoria	<i>Review Times</i>	3,632	USA Weekend
OH	Fremont	<i>News-Messenger</i>	13,121	USA Weekend
OH	Gallipolis-Point Pleasant	<i>Gallipolis (OH) Times-Sentinel Sunday</i>	9,276	USA Weekend
OH	Gallipolis-Point Pleasant	<i>Point Pleasant (WV) Register</i>	3,886	USA Weekend
OH	Greenville	<i>Advocate</i>	6,000	USA Weekend
OH	Hamilton	<i>Journal-News</i>	22,735	Parade Magazine
OH	Hillsboro	<i>Times-Gazette</i>	4,667	USA Weekend
OH	Ironton	<i>Ironton Tribune</i>	6,167	Parade Magazine
OH	Lake County	<i>News-Herald</i>	50,087	USA Weekend
OH	Lancaster	<i>Eagle-Gazette</i>	14,082	USA Weekend
OH	Lima	<i>News</i>	40,908	USA Weekend
OH	Lisbon	<i>Morning Journal</i>	11,302	USA Weekend
OH	Logan	<i>Daily News</i>	4,184	USA Weekend
OH	Lorain	<i>Journal</i>	29,933	USA Weekend
OH	Mansfield	<i>News Journal</i>	28,402	USA Weekend
OH	Marietta	<i>Times</i>	11,919	USA Weekend
OH	Marion	<i>Star</i>	12,812	USA Weekend
OH	Medina	<i>Gazette</i>	14,865	USA Weekend
OH	Middletown	<i>Journal</i>	19,791	Parade Magazine
OH	New Philadelphia	<i>Times Reporter</i>	23,271	Parade Magazine
OH	Newark	<i>Advocate</i>	20,847	USA Weekend
OH	Norwalk	<i>Reflector</i>	9,011	USA Weekend
OH	Piqua	<i>Call</i>	6,123	USA Weekend
OH	Port Clinton	<i>News Herald</i>	5,583	USA Weekend
OH	Portage County-Kent	<i>Record Courier</i>	18,738	USA Weekend
OH	Portsmouth	<i>Daily Times</i>	11,631	Parade Magazine
OH	Salem	<i>News</i>	5,863	Parade Magazine
OH	Sandusky	<i>Register</i>	22,706	USA Weekend
OH	Sidney	<i>Daily News</i>	12,925	USA Weekend
OH	Springfield	<i>Springfield News Sun</i>	32,146	Parade Magazine
OH	Steubenville	<i>Herald-Star</i>	23,287	USA Weekend
OH	Tiffin	<i>Advertiser-Tribune</i>	10,681	USA Weekend
OH	Toledo	<i>Blade</i>	167,686	Parade Magazine

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
OH	Troy	<i>Miami Valley Sunday News</i>	10,465	USA Weekend
OH	Urbana	<i>Daily Citizen</i>	5,616	USA Weekend
OH	Van Wert	<i>Times Bulletin</i>	4,674	USA Weekend
OH	Warren	<i>Tribune Chronicle</i>	36,565	USA Weekend
OH	Washington Courthouse	<i>Record-Herald</i>	5,125	USA Weekend
OH	Wilmington	<i>News-Journal</i>	6,784	USA Weekend
OH	Wooster	<i>Record</i>	22,375	USA Weekend
OH	Xenia	<i>Gazette</i>	5,983	USA Weekend
OH	Youngstown	<i>Vindicator</i>	85,261	Parade Magazine
OH	Zanesville	<i>Times Recorder</i>	18,691	USA Weekend
OK	Ardmore	<i>Armoredite</i>	11,604	USA Weekend
OK	Bartlesville	<i>Examiner Enterprise</i>	12,745	USA Weekend
OK	Enid	<i>News & Eagle</i>	18,652	USA Weekend
OK	Lawton	<i>Constitution</i>	24,517	USA Weekend
OK	McAlester	<i>News-Capital & Democrat</i>	9,977	USA Weekend
OK	Muskogee	<i>Phoenix & Times-Democrat</i>	17,332	USA Weekend
OK	Norman	<i>Transcript</i>	15,862	USA Weekend
OK	Oklahoma City	<i>Oklahoman</i>	287,505	Parade Magazine
OK	Shawnee	<i>News-Star</i>	10,298	USA Weekend
OK	Stillwater	<i>News Press</i>	9,210	USA Weekend
OK	Tulsa	<i>World</i>	177,652	USA Weekend
OR	Albany/Corvallis	<i>Democrat-Herald/Gazette-Times</i>	30,617	USA Weekend
OR	Bend	<i>Bulletin</i>	30,502	Parade Magazine
OR	Coos Bay-North Bend	<i>World</i>	13,537	USA Weekend
OR	Eugene	<i>Register-Guard</i>	74,583	Parade Magazine
OR	Grant's Pass	<i>Courier</i>	16,003	USA Weekend
OR	Klamath Falls	<i>Herald & News</i>	16,283	Parade Magazine
OR	Medford	<i>Mail Tribune</i>	32,410	Parade Magazine
OR	Ontario	<i>Argus Observer</i>	7,739	Parade Magazine
OR	Pendleton	<i>East Oregonian</i>	9,729	Parade Magazine
OR	Portland	<i>Oregonian</i>	384,729	Parade Magazine
OR	Roseburg	<i>News-Review</i>	19,502	Parade Magazine
OR	Salem	<i>Statesman-Journal</i>	59,946	USA Weekend
PA	Allentown	<i>Morning Call</i>	150,936	Parade Magazine
PA	Altoona	<i>Mirror</i>	38,734	USA Weekend
PA	Beaver-Rochester	<i>Beaver County Times</i>	48,492	USA Weekend
PA	Bloomsburg-Berwick	<i>Press-Enterprise</i>	21,269	USA Weekend
PA	Bradford	<i>Era</i>	10,542	USA Weekend
PA	Butler	<i>Eagle</i>	30,385	USA Weekend
PA	Carlisle	<i>Sentinel</i>	14,921	USA Weekend
PA	Chambersburg	<i>Public Opinion</i>	20,582	USA Weekend
PA	Clearfield	<i>Progress</i>	11,755	USA Weekend
PA	Delaware County	<i>Times</i>	41,308	USA Weekend
PA	Doylestown	<i>The Intelligencer Record</i>	47,829	Parade Magazine
PA	DuBois	<i>Tri-County Sunday</i>	14,940	Parade Magazine
PA	Easton	<i>Express-Times</i>	48,692	USA Weekend
PA	Erie	<i>Times-News</i>	81,057	Parade Magazine
PA	Greensburg	<i>Tribune Review</i>	157,981	USA Weekend
PA	Hanover	<i>Evening Sun</i>	21,286	USA Weekend
PA	Harrisburg	<i>Patriot-News</i>	148,301	Parade Magazine
PA	Hazleton	<i>Standard-Speaker</i>	20,434	USA Weekend
PA	Indiana	<i>Gazette</i>	14,496	USA Weekend
PA	Johnstown	<i>Tribune-Democrat</i>	44,629	Parade Magazine

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
PA	Lancaster	<i>Sunday News</i>	101,028	Parade Magazine
PA	Lebanon	<i>News</i>	20,318	USA Weekend
PA	Lehighton	<i>Times News</i>	13,585	USA Weekend
PA	Levittown	<i>Bucks County Courier Times</i>	67,778	Parade Magazine
PA	Lewistown	<i>Sentinel</i>	13,558	USA Weekend
PA	Lockhaven	<i>Express</i>	9,411	USA Weekend
PA	McKeesport-Duquesne-Clarit	<i>News</i>	17,352	USA Weekend
PA	Meadville	<i>Tribune</i>	13,912	USA Weekend
PA	New Castle	<i>News</i>	17,453	USA Weekend
PA	New Kensington	<i>Valley News Dispatch</i>	28,928	USA Weekend
PA	Norristown	<i>Reporter</i>	14,078	USA Weekend
PA	Norristown	<i>Times-Herald</i>	12,636	USA Weekend
PA	Philadelphia	<i>Inquirer</i>	705,965	Parade Magazine
PA	Phoenixville	<i>Phoenix</i>	3,039	USA Weekend
PA	Pittsburgh	<i>Post Gazette</i>	373,980	Parade Magazine
PA	Pottstown	<i>Mercury</i>	24,841	USA Weekend
PA	Pottsville	<i>Republican & Herald</i>	36,917	USA Weekend
PA	Reading	<i>Eagle</i>	84,730	Parade Magazine
PA	Scranton	<i>Sunday Times</i>	71,030	USA Weekend
PA	Scranton	<i>Times</i>	71,030	Parade Magazine
PA	Somerset	<i>American</i>	14,232	USA Weekend
PA	State Callege- Bellefonte	<i>Centre Daily Times</i>	33,655	Parade Magazine
PA	Stroudsburg	<i>Pocono Record</i>	25,034	Parade Magazine
PA	Sunbury	<i>Item</i>	25,567	Parade Magazine
PA	Towanda	<i>Review</i>	9,530	Parade Magazine
PA	Towanda	<i>Sunday Review</i>	9,530	USA Weekend
PA	Uniontown	<i>Herald-Standard</i>	27,558	Parade Magazine
PA	Warren	<i>Times Observer</i>	10,848	USA Weekend
PA	Washington	<i>Observer-Reporter</i>	35,777	USA Weekend
PA	West Chester	<i>Local News</i>	27,416	USA Weekend
PA	Wilkes-Barre	<i>Citizens' Voice</i>	30,998	USA Weekend
PA	Wilkes-Barre	<i>Times Leader</i>	32,761	Parade Magazine
PA	Williamsport	<i>Sun-Gazette</i>	53,862	Parade Magazine
PA	York	<i>Record</i>	90,651	USA Weekend
PA		<i>The Herald</i>	20,930	Parade Magazine
RI	Newport	<i>News</i>	11,873	USA Weekend
RI	Pawtucket-Central Falls	<i>Times</i>	8,960	USA Weekend
RI	Providence	<i>Journal</i>	218,388	Parade Magazine
RI	West Warwick	<i>Kent County Times</i>	3,285	USA Weekend
RI	Westerly	<i>Sun</i>	8,801	USA Weekend
RI	Woonsocket	<i>Call</i>	15,319	USA Weekend
SC	Aiken	<i>Standard</i>	16,100	USA Weekend
SC	Anderson	<i>Independent-Mail</i>	41,048	Parade Magazine
SC	Beaufort	<i>Gazette</i>	11,505	Parade Magazine
SC	Bluffton	<i>Today</i>	16,439	USA Weekend
SC	Charleston	<i>Post, Courier</i>	111,273	Parade Magazine
SC	Columbia	<i>State</i>	140,362	Parade Magazine
SC	Florence	<i>News</i>	34,383	USA Weekend
SC	Greenville	<i>News</i>	114,312	USA Weekend
SC	Greenwood	<i>Index-Journal</i>	15,141	Parade Magazine
SC	Hilton Head Island	<i>Island Packet</i>	20,744	Parade Magazine
SC	Myrtle Beach	<i>Sun News</i>	62,050	Parade Magazine
SC	Orangeburg	<i>Times & Democrat</i>	17,751	USA Weekend

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
SC	Rock Hill	<i>Herald</i>	33,460	USA Weekend
SC	Spartanburg	<i>Herald-Journal</i>	55,082	Parade Magazine
SC	Sumter	<i>Item</i>	19,769	Parade Magazine
SD	Aberdeen	<i>American News</i>	16,140	USA Weekend
SD	Huron	<i>Plainsman</i>	6,922	Parade Magazine
SD	Rapid City	<i>Journal</i>	33,782	Parade Magazine
SD	Sioux Falls	<i>Argus Leader</i>	75,286	USA Weekend
SD	Watertown	<i>Public Opinion</i>	12,827	USA Weekend
SD	Yankton	<i>Press & Dakotan</i>	7,751	USA Weekend
TN	Athens	<i>Post-Athenian</i>	11,985	USA Weekend
TN	Chattanooga	<i>Free Press Times</i>	97,907	Parade Magazine
TN	Clarksville	<i>Leaf-Chronicle</i>	26,486	USA Weekend
TN	Cleveland	<i>Banner</i>	15,368	USA Weekend
TN	Columbia	<i>Herald</i>	12,337	USA Weekend
TN	Cookeville	<i>Herald-Citizen</i>	13,715	Parade Magazine
TN	Dyersburg	<i>Gazette</i>	5,677	Parade Magazine
TN	Jackson	<i>Sun</i>	40,106	USA Weekend
TN	Johnson City	<i>Johnson City Press</i>	33,608	Parade Magazine
TN	Kingsport	<i>Times-News</i>	42,867	USA Weekend
TN	Knoxville	<i>News-Sentinel</i>	152,945	Parade Magazine
TN	Lebanon	<i>Democrat</i>	9,200	USA Weekend
TN	Maryville-Alcoa	<i>Times</i>	21,451	USA Weekend
TN	Memphis	<i>Commercial Appeal</i>	216,705	Parade Magazine
TN	Morristown	<i>Citizen Tribune</i>	24,028	Parade Magazine
TN	Murfreesboro	<i>News Journal</i>	19,059	USA Weekend
TN	Nashville	<i>Tennessean</i>	236,563	USA Weekend
TN	Newport	<i>Plain Talk</i>	7,350	Parade Magazine
TN	Oak Ridge	<i>Oak Ridger</i>	7,469	USA Weekend
TN	Sevierville	<i>Mountain Press</i>	8,456	USA Weekend
TN	Shelbyville	<i>Times-Gazette</i>	6,725	Parade Magazine
TN	Tullahoma	<i>Sunday News</i>	10,400	Parade Magazine
TX	Abilene	<i>Reporter-News</i>	40,279	Parade Magazine
TX	Amarillo	<i>Globe-News</i>	62,829	USA Weekend
TX	Austin	<i>American-Statesman</i>	228,619	Parade Magazine
TX	Baytown	<i>Sun</i>	9,088	USA Weekend
TX	Beaumont	<i>Enterprise</i>	56,179	Parade Magazine
TX	Brownsville-Harlingen	<i>Brownsville Herald</i>	17,047	Parade Magazine
TX	Brownwood	<i>Bulletin</i>	7,150	Parade Magazine
TX	Bryan-College Station	<i>Eagle</i>	25,164	USA Weekend
TX	Clute	<i>Brazosport Facts</i>	17,220	USA Weekend
TX	Conroe	<i>Courier</i>	11,960	USA Weekend
TX	Corpus Christi	<i>Caller-Times</i>	73,367	Parade Magazine
TX	Corsicana	<i>Sun</i>	6,069	USA Weekend
TX	Dallas	<i>Morning News</i>	649,709	Parade Magazine
TX	Del Rio	<i>News-Herald</i>	5,207	Parade Magazine
TX	Denton	<i>Record-Chronicle</i>	16,888	USA Weekend
TX	El Paso	<i>El Diario</i>	9,558	Parade Magazine
TX	El Paso	<i>Times</i>	85,654	USA Weekend
TX	Fort Worth	<i>Fort Worth Star-Telegram</i>	322,824	Parade Magazine
TX	Galveston	<i>County News</i>	27,761	USA Weekend
TX	Greenville	<i>Herald-Banner</i>	7,610	USA Weekend
TX	Harlingen	<i>Valley Morning Star</i>	25,080	Parade Magazine
TX	Houston	<i>Chronicle</i>	692,557	Parade Magazine

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
TX	Kerrville	<i>Times</i>	11,078	Parade Magazine
TX	Killeen	<i>Herald</i>	24,382	USA Weekend
TX	Laredo	<i>Times</i>	22,634	USA Weekend
TX	Longview	<i>News-Journal</i>	34,627	Parade Magazine
TX	Lubbock	<i>Avalanche-Journal</i>	59,781	USA Weekend
TX	Lufkin	<i>News</i>	17,000	Parade Magazine
TX	Marshall	<i>News Messenger</i>	7,224	Parade Magazine
TX	McAllen	<i>Monitor</i>	53,715	USA Weekend
TX	McKinney	<i>Courier-Gazette</i>	5,704	USA Weekend
TX	Midland	<i>Reporter-Telegram</i>	23,435	USA Weekend
TX	Nacogdoches	<i>Daily Sentinel</i>	11,000	Parade Magazine
TX	New Braunfels	<i>Herald-Zeitung</i>	9,490	USA Weekend
TX	Odessa	<i>American</i>	26,763	Parade Magazine
TX	Orange	<i>Leader</i>	5,455	USA Weekend
TX	Paris	<i>News</i>	12,293	Parade Magazine
TX	Plain View	<i>Daily Herald</i>	5,973	Parade Magazine
TX	Plano	<i>Star Courier</i>	2,571	USA Weekend
TX	Port Arthur	<i>News</i>	13,659	USA Weekend
TX	San Angelo	<i>Standard-Times</i>	30,032	Parade Magazine
TX	San Antonio	<i>Express-News</i>	342,709	Parade Magazine
TX	Sherman-Denison	<i>Herald Democrat</i>	23,084	USA Weekend
TX	Temple	<i>Daily Telegram</i>	22,794	Parade Magazine
TX	Texarkana	<i>Gazette</i>	32,633	USA Weekend
TX	Tyler	<i>Courier-Times--Telegraph</i>	44,863	Parade Magazine
TX	Victoria	<i>Advocate</i>	35,564	Parade Magazine
TX	Waco	<i>Tribune-Herald</i>	46,467	Parade Magazine
TX	Wichita Falls	<i>Times Record News</i>	34,756	Parade Magazine
UT	Logan	<i>Herald Journal</i>	15,776	Parade Magazine
UT	Ogden	<i>Standard-Examiner</i>	63,199	USA Weekend
UT	Provo	<i>Herald</i>	38,380	USA Weekend
UT	Salt Lake City	<i>Tribune & Deseret News</i>	228,001	Parade Magazine
UT	St. George	<i>Spectrum</i>	25,037	USA Weekend
VA	Bristol	<i>Herald Courier</i>	41,318	USA Weekend
VA	Charlottesville	<i>Progress</i>	32,924	USA Weekend
VA	Culpepper	<i>Star-Exponent</i>	7,466	USA Weekend
VA	Danville	<i>Register & Bee</i>	23,858	USA Weekend
VA	Fredericksburg	<i>Free Lance-Star</i>	51,234	USA Weekend
VA	Harrisonburg	<i>News Record</i>	31,564	USA Weekend
VA	Lynchburgh	<i>News & Advance</i>	42,231	USA Weekend
VA	Martinsville	<i>Bulletin</i>	19,153	Parade Magazine
VA	Newport News- Hampton	<i>News/Daily Press</i>	112,042	Parade Magazine
VA	Norfolk	<i>Virginian-Pilot</i>	225,730	Parade Magazine
VA	Petersburg	<i>Progress-Index</i>	14,714	Parade Magazine
VA	Richmond	<i>Times-Dispatch</i>	219,595	Parade Magazine
VA	Roanoke	<i>Times</i>	104,716	Parade Magazine
VA	Staunton	<i>News Leader</i>	20,477	USA Weekend
VA	Strasburg	<i>Northern Virginia Daily</i>	16,088	USA Weekend
VA	Suffolk	<i>News-Herald</i>	4,073	USA Weekend
VA	Waynesboro	<i>News-Virginian</i>	7,067	USA Weekend
VA	Winchester	<i>Star</i>	25,019	USA Weekend
VA	Woodbridge-Manassas	<i>Potomac News & Journal Messenger</i>	21,864	USA Weekend
VT	Bennington	<i>Banner</i>	7,774	USA Weekend
VT	Brattleboro	<i>Reformer</i>	10,597	USA Weekend

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
VT	Burlington	<i>Free Press</i>	53,081	USA Weekend
VT	Rutland	<i>Herald</i>	29,387	Parade Magazine
WA	Aberdeen	<i>World</i>	12,991	USA Weekend
WA	Bellingham	<i>Herald</i>	29,855	USA Weekend
WA	Bremerton	<i>Sun</i>	32,917	USA Weekend
WA	Centralia-Chehalis	<i>Chronicle</i>	13,912	USA Weekend
WA	Ellensburg	<i>Record</i>	5,220	USA Weekend
WA	Everett	<i>Herald</i>	55,494	USA Weekend
WA	Kent	<i>King County Journal</i>	40,211	USA Weekend
WA	Longview	<i>Daily News</i>	21,408	Parade Magazine
WA	Moses Lake	<i>Herald</i>	8,562	USA Weekend
WA	Mt. Vernon	<i>Skagit Valley Herald</i>	19,461	USA Weekend
WA	Olympia	<i>Olympian</i>	40,475	USA Weekend
WA	Pasco	<i>Tri-City Herald</i>	44,691	Parade Magazine
WA	Port Angeles	<i>Peninsula News</i>	18,278	USA Weekend
WA	Seattle	<i>Times/Post-Intelligencer</i>	435,581	Parade Magazine
WA	Spokane	<i>Spokesman-Review</i>	120,632	Parade Magazine
WA	Tacoma	<i>News Tribune</i>	137,730	USA Weekend
WA	Vancouver	<i>Columbian</i>	56,922	USA Weekend
WA	Walla Walla	<i>Union Bulletin</i>	15,603	USA Weekend
WA	Wenatchee	<i>World</i>	25,594	USA Weekend
WA	Yakima	<i>Herald-Republic</i>	39,912	USA Weekend
WI	Appleton-Neenah	<i>Post-Crescent</i>	67,897	USA Weekend
WI	Beloit	<i>Daily News</i>	13,582	USA Weekend
WI	Chippewa	<i>Valley Newspapers</i>	12,217	Parade Magazine
WI	Eau Claire	<i>Leader-Telegram</i>	30,040	USA Weekend
WI	Fond du Lac	<i>Reporter</i>	18,053	USA Weekend
WI	Green Bay	<i>Press-Gazette</i>	80,307	USA Weekend
WI	Janesville	<i>Gazette</i>	24,961	USA Weekend
WI	Kenosha	<i>News</i>	27,667	Parade Magazine
WI	La Crosse	<i>Tribune</i>	41,059	Parade Magazine
WI	Madison	<i>Wisconsin State Journal</i>	148,489	Parade Magazine
WI	Manitowic-Two Rivers	<i>Herald Times Reporter</i>	15,301	USA Weekend
WI	Marshfield-Stevens Point-Wis	<i>Central WI Sunday</i>	20,208	USA Weekend
WI	Milwaukee	<i>Journal Sentinel</i>	405,355	USA Weekend
WI	Monroe	<i>Times</i>	4,697	USA Weekend
WI	Oshkosh	<i>Northwestern</i>	24,924	USA Weekend
WI	Racine	<i>Journal Times</i>	30,700	Parade Magazine
WI	Rhineland	<i>Daily News</i>	4,156	Parade Magazine
WI	Sheboygan	<i>Press</i>	24,057	USA Weekend
WI	Superior	<i>Telegram</i>	6,752	USA Weekend
WI	Watertown	<i>Times</i>	9,059	USA Weekend
WI	Waukesha	<i>Freeman</i>	12,947	USA Weekend
WI	Wausau-Stevens Point	<i>Herald</i>	28,840	USA Weekend
WI	West Bend	<i>News</i>	9,668	USA Weekend
WV	Beckley	<i>Register</i>	28,602	Parade Magazine
WV	Bluefield	<i>Daily Telegraph</i>	19,099	Parade Magazine
WV	Charleston	<i>Gazette</i>	65,752	USA Weekend
WV	Charleston	<i>Gazette Mail</i>	79,617	Parade Magazine
WV	Clarksburg	<i>Exponent Telegram</i>	20,128	Parade Magazine
WV	Elkins	<i>Inter-Mountain</i>	11,226	USA Weekend
WV	Fairmont	<i>Times West Virginian</i>	12,134	Parade Magazine
WV	Huntington	<i>Herald-Dispatch</i>	33,941	USA Weekend

Newspapers in Parade and USA Weekend Networks
Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
WV	Logan	<i>Banner</i>	8,922	Parade Magazine
WV	Martinsburg	<i>Journal</i>	20,316	Parade Magazine
WV	Morgantown	<i>The Dominion Post</i>	25,368	Parade Magazine
WV	Parkersburg	<i>News, Sentinel</i>	30,870	Parade Magazine
WV	Wheeling	<i>Intelligencer/News Register</i>	37,198	Parade Magazine
WV	Williamson	<i>News</i>	7,304	Parade Magazine
WY	Casper	<i>Star-Tribune</i>	32,855	Parade Magazine
WY	Laramie	<i>Boomerang</i>	5,084	USA Weekend
TOTAL		962 Newspapers	55,431,132	

EXHIBIT 4

EXHIBIT 4

PUBLICATION (ISSUE DATE)	August				September				October					November			
	7	14	21	28	4	11	18	25	2	9	16	23	30	6	13	20	27
Web Site																	
TPP Direct Mail (Approximate Dates)																	
Consumer Mail (Approximate Dates)																	
Newspaper Supplements																	
<i>Parade</i> (8/20)																	
<i>USA Weekend</i> (8/20)																	
Consumer Magazines																	
<i>Jet</i> (9/4)																	
<i>National Geographic</i> (October)																	
<i>Newsweek</i> (8/21, 8/28)																	
<i>People</i> (8/28, 9/4)																	
<i>Reader's Digest</i> (October)																	
<i>Selecciones</i> (October)																	
<i>Sports Illustrated</i> (9/4)																	
<i>US News & World Report</i> (8/28, 9/4)																	
Trade Publications																	
<i>HR Magazine</i> (September)																	
<i>National Underwriter Life & Health Edition</i> (9/4)																	

The solid colored boxes represent the on-sale/mail date for each publication.

The shaded boxes represent the shelf-life period for each publication.

EXHIBIT 5

TPP PUBLICATION NOTICE

If You Are a Third-Party Payor Based In or With Beneficiaries In Massachusetts and You Made Reimbursements For Any of the Drugs Listed Below, A Class Action Lawsuit May Affect Your Rights.

There are class action lawsuits pending in the U.S. District Court for the District of Massachusetts under the name *In re: Pharmaceutical Industry Average Wholesale Price Litigation*, Docket No. 01-CV-12257-PBS.

The lawsuits claim that certain drug companies intentionally reported false and inflated average wholesale prices ("AWP") for certain types of outpatient drugs. The reported AWP's may be used to set prescription drug prices that are paid by insurers and other Third Party Payors ("TPPs"). The lawsuits ask the Court to award money damages to some TPPs who made reimbursements for the drugs. Defendants deny that they are responsible for any of the claims in the lawsuits. A series of trials will determine the claims in these lawsuits. The first trial will begin Month Date, 2006.

What Drugs are Covered by the Litigation?

Certain dosages of the following Covered Drugs made by the Defendants AstraZeneca, Bristol-Myers Squibb Group, Johnson & Johnson Group and Schering Plough Group are covered: **Albuterol Sulfate**, **Blenoxane (bleomycin sulfate)**, **Cytosan (cyclophosphamide)**, **Etopophos (etoposide phosphate)**, **Intron A (interferon alfa-2b)**, **Paraplatin (carboplatin)**, **Perphenazine (perphenazine)**, **Procrit (epoetin alfa)**, **Proventil (albuterol sulfate)**, **Remicade (infliximab)**, **Rubex (doxorubicin hcl)**, **Taxol (paclitaxel)**, **Temodar (temozolomide)**, **VePesid (etoposide)** and **Zoladex (goserelin acetate)**. These are referred to in this Notice as the "Covered Drugs." For a complete list of the dosages by drug visit the Web site or call or write as indicated below for a detailed Notice.

What do the Defendants say about the Litigation?

The Defendants say they didn't do anything wrong. Defendants deny that they are responsible for any of the claims made in the lawsuits and will vigorously defend against these claims. The Defendants deny the factual allegations being made; contend that the lawsuits and damages are precluded under the law; and that even if the alleged conduct is proven by the Plaintiffs it does not violate the law.

Which TPPs Are Involved in the Litigation?

The Court has ruled that there are two different types of Classes

for TPPs who reimbursed for Covered Drugs: a MediGap TPP Class and a Private Payor TPP Class. A TPP could be a member of one or both Classes against one or more Defendant.

- A TPP is a member of the MediGap TPP Class against one or more Defendant if it made reimbursements for all or part of its insured's 20% co-payment under Medicare Part B for Covered Drugs anytime between January 1, 1991 and January 1, 2005, **or**
- A TPP is a member of the Private Payor TPP Class against one or more Defendant if it reimbursed for Covered Drugs outside of Medicare Part B based on a contract that uses AWP as a reimbursement benchmark anytime between January 1, 1991 and January 30, 2006.

In order to be a member of either a MediGap TPP Class or a Private Payor TPP Class against one or more Defendant, the reimbursements must have been for a beneficiary in Massachusetts or the TPP must have its principal place of business in Massachusetts.

What Are a TPPs' Rights as a Member of Either or Both of the Classes?

- **If a TPP wishes to remain a member of either or both of the Classes**, it doesn't need to do anything at this time. If it doesn't exclude itself, as a member of either Class it will be bound by whatever happens in the lawsuit against the Defendant, and it won't be able to sue the Defendant on its own about the claims in the lawsuit. Court-appointed Counsel will represent all Class Members and will ask the Court to pay their fees and expenses out of any recovery they achieve for the Classes. Class Members may also hire their own attorney at their own cost to speak or appear on their behalf.
- **If a TPP does not wish to participate in either or both of the Classes**, it must mail a signed, written request to be excluded, to the address below, indicating from which of the two types of Classes and from which Defendant Class or Classes the TPP wishes to be excluded. A TPP may also request to be excluded from the lawsuit against one or more Defendants and remain in the litigation against the other Defendants. The request must be postmarked by **Month Date, 2006**. If a TPP excludes itself from one or more of the Classes, it can't participate in any recovery for that particular Class, but keeps the right to sue the Defendant(s) on its own.

**For a Detailed Notice Form and Further Information on the
Covered Drugs and AWP**

Call toll-free: 1 XXX-XXX-XXXX or Visit: www.AWPlitigation.net

Or Write: AWP Class Action Litigation, P.O. Box XXX, City, State 00000

**MEDICARE PART B
BENEFICIARIES
PUBLICATION NOTICE**

If You Are a Medicare Part B Beneficiary or Heir of a Beneficiary Who Made, or is Obligated to Make a Co-Payment Through Medicare Part B For the Drugs,

Blenoxane (bleomycin sulfate)
Cytosan (cyclophosphamide)
Etopophos (etoposide phosphate)
Paraplatin (carboplatin)
Procrit (epoetin alfa)

Remicade (infliximab)
Rubex (doxorubicin hcl)
Taxol (paclitaxel)
VePesid (etoposide)
Zoladex (goserelin acetate)

A Class Action Lawsuit May Affect Your Rights

There are class action lawsuits pending in the U.S. District Court for the District of Massachusetts. The name of the lawsuits are *In re: Pharmaceutical Industry Average Wholesale Price Litigation*, Docket No. 01-CV-12257-PBS.

The lawsuits claim that certain drug companies intentionally reported false and inflated average wholesale prices ("AWP") for certain types of outpatient drugs. The reported AWP's are used to set prescription drug prices that are paid by Medicare and consumers making Medicare Part B co-payments. The lawsuit asks the Court to award money damages to people who made Medicare Part B co-payments for the drugs. The Court has certified separate Classes against each Defendant. A series of trials will determine the claims against each Defendant. The first trial will begin [Month Date,] 2006 against AstraZeneca.

What Drugs are Covered by the Litigation?

Certain dosages of the drugs listed above made by the Defendants **AstraZeneca, Bristol-Myers Squibb Group** and **Johnson & Johnson Group** are part of the lawsuit ("Covered Drugs"). For a list of the dosages, by drug, visit the Web site or call or write as indicated below.

What do the Defendants say about the lawsuits?

The Defendants say they didn't do anything wrong. Defendants deny that they are responsible for any of the claims made in the lawsuit and will vigorously defend against these claims. The Defendants deny the factual allegations being made; contend that the lawsuits and damages are precluded under the law; contend that the alleged conduct, if proved, does not violate the 44 consumer protection laws, and that many class members will not be able to prove they paid a doctor for the subject drugs.

Am I Involved in the Litigation?

- You are a member of one or more of the Classes if you made a co-payment under Medicare Part B from January 1, 1991 to January 1, 2005 or have an obligation to make such a co-payment for a Covered Drug, or you are the legal heir of, or

legal successor to the rights of a Medicare Part B beneficiary who made such a co-payment.

- You are not included in the Classes if you were a resident of Alabama, Alaska, Georgia, Iowa, Kentucky, Louisiana, Mississippi, Montana or Virginia at the time you made the Medicare Part B co-payment.
- You are also excluded from the Classes if you made flat co-payments (a co-payment that does not differ with the cost of the drug), or you were reimbursed for co-payments or have the right to be reimbursed.

The Court is not suggesting, requesting, or requiring that Medicare Part B beneficiaries who were not billed by their doctors, or who were billed but did not pay, should pay their doctors now or that they are obligated to do so under the Medicare statute.

What Are My Rights as a Member of one or more of the Classes?

- If you wish to remain a member of the Classes**, you don't need to do anything at this time. If you don't exclude yourself, as a member of one or more of the Classes you'll be bound by whatever happens in the lawsuit, and you won't be able to sue the Defendants on your own about the claims in the lawsuit. Court-appointed Counsel will represent all members of the Classes and will ask the Court to pay their fees and expenses out of any recovery they achieve for the Classes. You may also hire your own attorney at your own cost to speak or appear on your behalf.
- If you do not wish to participate in one or more of the Classes**, you must mail a personally signed, written request to be excluded to the address below. A mail-in opt-out form is available at www.AWPlitigation.net. You may also request to be excluded from the lawsuit against one or more Defendants and remain in the litigation against the other Defendants. The request must be postmarked by [Month Date, 2006]. If you exclude yourself from one or more of the Classes the lawsuits will not affect you. This means that you will not share in any recovery, if there is one, but you can sue the Defendants about the same claims.

For a Detailed Notice about the Covered Drugs and AWP Litigation

Call toll-free: 1 XXX-XXX-XXXX (Se Habla Español) or Visit: www.AWPlitigation.net

Or Write: AWP Class Action Litigation, P.O. Box XXX, City, State 00000

EXHIBIT 6

**List of Third-Party Organizations
Exhibit 6**

Category	Organization	Website	Newsletter
Anti-Psychotic	Mental Health Matters	www.mental-health-matters.com	<i>A Mood Journal</i>
Arthritis	Arthritis Foundation	www.arthritis.org	<i>Arthritis Today</i>
Arthritis	Arthritis Insight	www.arthritisinsight.com	<i>Arthritis Insight</i>
Asthma	American Lung Association	www.lungusa.com	<i>Asthma Magazine</i>
Asthma	Asthma and Allergy Foundation of America	www.aafa.org	<i>FreshAIR</i>
Cancer	Association of Community Cancer Centers	www.accc-cancer.org	<i>Oncology Issues</i>
Cancer	Breast Cancer Action	www.bcaction.org	<i>BC Action Newsletter</i>
Cancer	National Breast Cancer Coalition	www.natlbcc.org	<i>Call To Action</i>
Cancer	People Against Cancer	www.peopleagainstcancer.com	<i>Options</i>
Headache	American Council for Headache Education	www.achenet.org	<i>Ache Newsletter</i>
Headache	National Headache Foundation	www.headaches.org	<i>NHF Headlines</i>
Heart	American Heart Association	www.americanheart.org	<i>Stroke Connection</i>
Herpes	Herpes.ORG	www.herpes.org	<i>Herpes Newsletter</i>
Herpes	HOPE (Herpes outreach patient information)	www.healthandhope.com	<i>Hope Newsletter</i>
HIV/ AIDS	AIDS Action	www.aidsaction.org	<i>Advocacy Briefs</i>
HIV/ AIDS	AIDS Memorial Quilt	www.aidsquilt.org	<i>eQuilt</i>
HIV/ AIDS	AIDS.org	www.aids.org	<i>AIDS Treatment News</i>
HIV/ AIDS	International AIDS Society	www.aidsonline.com	<i>AIDS</i>
Hypertension/Heart	American Heart Association	www.americanheart.org	<i>Hypertension</i>
Psychotropic	Schizophrenia.com	www.schizophrenia.com	<i>Schizophrenia Update</i>
Smoking	The American Lung Association	www.lungusa.com	<i>Weekly Breather</i>